UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

(Mark One)

☑ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2020

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

For the transition period from to

Commission file number 001-33508

Limelight Networks, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**20-1677033**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

1465 North Scottsdale Road, Suite 400
Scottsdale, AZ 85257
(Address of principal executive offices, including Zip Code)

(602) 850-5000
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act;

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.001 per share	LLNW	Nasdaq

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☑ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☑
Non-accelerated filer	☐	Smaller Reporting Company	☐
		Emerging Growth Company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☑

The number of shares outstanding of the registrant's Common Stock, par value $0.001 per share, as of October 15, 2020: 122,973,706 shares.

LIMELIGHT NETWORKS, INC.
FORM 10-Q
Quarterly Period Ended September 30, 2020
TABLE OF CONTENTS

Special Note Regarding Forward-Looking Statement

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended. All statements contained in this Quarterly Report on Form 10-Q, other than statements of historical fact, are forward-looking statements. Forward-looking statements generally can be identified by the words “may,” “will,” “expect,” “believe,” “anticipate,” “intend,” “could,” “estimate,” or “continue,” and similar expressions. We have based these forward-looking statements largely on our current expectations and projections about future events, as well as trends that we believe may affect our financial condition, results of operations, business strategy, short-term and long-term business operations and objectives, and financial needs. These statements include, among other things:

- our beliefs regarding delivery traffic growth trends and demand for digital content and edge services;
- our expectations regarding revenue, costs, expenses, gross margin, non-GAAP earnings per share, Adjusted EBITDA and capital expenditures;
- our plans regarding investing in our content delivery network, as well as other products and technologies;
- our beliefs regarding the growth of, and competition within, the content delivery industry;
- our beliefs regarding the growth of our business and how that impacts our liquidity and capital resources requirements;
- our expectations regarding headcount;
- the impact of certain new accounting standards and guidance as well as the time and cost of continued compliance with existing rules and standards;
- our plans with respect to investments in marketable securities;
- our expectations and strategies regarding acquisitions;
- our estimations regarding taxes and belief regarding our tax reserves;
- our beliefs regarding the use of Non-GAAP financial measures;
- our approach to identifying, attracting and keeping new and existing customers, as well as our expectations regarding customer turnover;
- the sufficiency of and our sources of funding;
- our beliefs regarding our interest rate risk;
- our beliefs regarding inflation risks;
- our beliefs regarding expense and productivity of and competition for our sales force;
- our beliefs regarding the significance of our large customers;
- our beliefs regarding the impact of health epidemics and pandemics, including the recent outbreak of COVID-19, on our current and potential customers; and
- our beliefs regarding the impact of health epidemics and pandemics, including the recent outbreak of COVID-19, on our balance sheet, financial condition, and results of operations.

The risks included here are not exhaustive. Other sections of this Quarterly Report on Form 10-Q may include additional factors which could adversely affect our business and financial performance. Also, these forward-looking statements are subject to a number of risks, uncertainties and assumptions, including those described under the caption “Risk Factors” in Part II, Item 1A in this Quarterly Report on Form 10-Q and those discussed in other documents we file with the Securities and Exchange Commission (SEC).

In addition, we operate in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, the future events and trends discussed in this Quarterly Report on Form 10-Q may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements.

The forward-looking statements contained herein are based on our current expectations and assumptions and on information available as of the date of the filing of this Quarterly Report on Form 10-Q. We undertake no obligation to revise or publicly release the results of any revision to these forward-looking statements, except as required by law. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

Unless expressly indicated or the context requires otherwise, the terms "Limelight," "we," "us," and "our" in this document refer to Limelight Networks, Inc., a Delaware corporation, and, where appropriate, its wholly owned subsidiaries. All information is presented in thousands, except per share amounts, customer count, headcount and where specifically noted.

Table of Contents

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

Limelight Networks, Inc.
Consolidated Balance Sheets
(In thousands, except per share data)

	September 30, 2020 (Unaudited)	December 31, 2019
ASSETS		
Current assets:		
Cash and cash equivalents	$ 75,169	$ 18,335
Marketable securities	49,623	—
Accounts receivable, net	42,222	34,476
Income taxes receivable	81	82
Prepaid expenses and other current assets	12,561	9,920
Total current assets	179,656	62,813
Property and equipment, net	47,493	46,136
Operating lease right of use assets	10,844	12,842
Marketable securities, less current portion	40	40
Deferred income taxes	1,428	1,319
Goodwill	77,126	77,102
Other assets	7,459	9,117
Total assets	$ 324,046	$ 209,369
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 12,437	$ 12,020
Deferred revenue	797	976
Operating lease liability obligations	2,654	2,056
Income taxes payable	153	178
Other current liabilities	17,584	13,398
Total current liabilities	33,625	28,628
Convertible senior notes, net	99,937	—
Operating lease liability obligations, less current portion	11,745	13,488
Deferred income taxes	251	239
Deferred revenue, less current portion	230	161
Other long-term liabilities	579	316
Total liabilities	146,367	42,832
Commitments and contingencies		
Stockholders' equity:		
Convertible preferred stock, $0.001 par value; 7,500 shares authorized; no shares issued and outstanding	—	—
Common stock, $0.001 par value; 300,000 shares authorized; 122,824 and 118,368 shares issued and outstanding at September 30, 2020 and December 31, 2019, respectively	123	118
Additional paid-in capital	552,559	530,285
Accumulated other comprehensive loss	(9,379)	(9,210)
Accumulated deficit	(365,624)	(354,656)
Total stockholders' equity	177,679	166,537
Total liabilities and stockholders' equity	$ 324,046	$ 209,369

The accompanying notes are an integral part of the unaudited consolidated financial statements.

Limelight Networks, Inc.
Unaudited Consolidated Statements of Operations
(In thousands, except per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Revenue	$ 59,243	$ 51,321	$ 174,801	$ 140,505
Cost of revenue:				
Cost of services	31,905	25,602	92,406	71,311
Depreciation — network	5,602	4,961	16,112	13,905
Total cost of revenue	37,507	30,563	108,518	85,216
Gross profit	21,736	20,758	66,283	55,289
Operating expenses:				
General and administrative	7,751	7,356	23,820	23,231
Sales and marketing	10,456	10,713	33,279	32,679
Research and development	5,425	5,160	16,614	17,075
Depreciation and amortization	384	172	1,049	545
Total operating expenses	24,016	23,401	74,762	73,530
Operating loss	(2,280)	(2,643)	(8,479)	(18,241)
Other income (expense):				
Interest expense	(1,674)	(10)	(1,756)	(30)
Interest income	10	81	40	402
Other, net	25	(13)	(396)	(89)
Total other (expense) income	(1,639)	58	(2,112)	283
Loss before income taxes	(3,919)	(2,585)	(10,591)	(17,958)
Income tax expense	66	166	377	544
Net loss	$ (3,985)	$ (2,751)	$ (10,968)	$ (18,502)
Net loss per share:				
Basic	$ (0.03)	$ (0.02)	$ (0.09)	$ (0.16)
Diluted	$ (0.03)	$ (0.02)	$ (0.09)	$ (0.16)
Weighted average shares used in per share calculation:				
Basic	122,363	116,270	120,519	115,318
Diluted	122,363	116,270	120,519	115,318

The accompanying notes are an integral part of the unaudited consolidated financial statements.

Limelight Networks, Inc.
Unaudited Consolidated Statements of Comprehensive Loss
(In thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Net loss	$ (3,985)	$ (2,751)	$ (10,968)	$ (18,502)
Other comprehensive income (loss), net of tax:				
Unrealized (loss) gain on investments	(80)	2	(80)	39
Foreign currency translation gain (loss)	732	(357)	(89)	157
Other comprehensive income (loss)	652	(355)	(169)	196
Comprehensive loss	$ (3,333)	$ (3,106)	$ (11,137)	$ (18,306)

The accompanying notes are an integral part of the unaudited consolidated financial statements.

Limelight Networks, Inc.
Unaudited Consolidated Statements of Stockholders' Equity
(In thousands)

For the Three Months Ended September 30, 2020

	Common Stock					
	Shares	Amount	Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total
Balance June 30, 2020	121,692	$ 122	$ 541,363	$ (10,031)	$ (361,639)	$ 169,815
Net loss	—	—	—	—	(3,985)	(3,985)
Change in unrealized loss on available-for-sale investments, net of taxes	—	—	—	(80)		(80)
Foreign currency translation adjustment, net of taxes	—	—	—	732	—	732
Exercise of common stock options	812	1	2,598	—	—	2,599
Vesting of restricted stock units	488	—	—	—	—	—
Restricted stock units surrendered in lieu of withholding taxes	(168)	—	(1,041)	—	—	(1,041)
Share-based compensation	—	—	4,305	—	—	4,305
Equity component of convertible senior notes, net	—	—	21,747	—	—	21,747
Purchase of capped calls related to issuance of convertible senior notes	—	—	(16,413)	—	—	(16,413)
Balance September 30, 2020	122,824	$ 123	$ 552,559	$ (9,379)	$ (365,624)	$ 177,679

For the Three Months Ended September 30, 2019

	Common Stock					
	Shares	Amount	Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total
Balance June 30, 2019	115,760	$ 116	$ 520,375	$ (9,482)	$ (354,363)	$ 156,646
Net loss	—	—	—	—	(2,751)	(2,751)
Change in unrealized loss on available-for-sale investments, net of taxes	—	—	—	2	—	2
Foreign currency translation adjustment, net of taxes	—	—	—	(357)	—	(357)
Exercise of common stock options	5	—	13	—	—	13
Vesting of restricted stock units	1,129	1	(1)	—	—	—
Restricted stock units surrendered in lieu of withholding taxes	(381)	—	(1,015)	—	—	(1,015)
Share-based compensation	—	—	5,386	—	—	5,386
Balance September 30, 2019	116,513	$ 117	$ 524,758	$ (9,837)	$ (357,114)	$ 157,924

Table of Contents

For the Nine Months Ended September 30, 2020

	Common Stock						
	Shares	Amount	Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total
Balance December 31, 2019	118,368	$ 118	$ 530,285	$ (9,210)	$ (354,656)	$ 166,537
Net loss	—	—	—	—	(10,968)	(10,968)
Change in unrealized loss on available-for-sale investments, net of taxes	—	—	—	(80)	—	(80)
Foreign currency translation adjustment, net of taxes	—	—	—	(89)	—	(89)
Exercise of common stock options	2,672	3	7,607	—	—	7,610
Vesting of restricted stock units	2,233	2	5	—	—	7
Restricted stock units surrendered in lieu of withholding taxes	(749)	—	(3,986)	—	—	(3,986)
Issuance of common stock under employee stock purchase plan	300	—	1,074	—	—	1,074
Share-based compensation	—	—	12,240	—	—	12,240
Equity component of convertible senior notes, net	—	—	21,747	—	—	21,747
Purchase of capped calls related to issuance of convertible senior notes	—	—	(16,413)	—	—	(16,413)
Balance September 30, 2020	122,824	$ 123	$ 552,559	$ (9,379)	$ (365,624)	$ 177,679

For the Nine Months Ended September 30, 2019

	Common Stock					
	Shares	Amount	Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total
Balance December 31, 2018	114,246	114	513,682	(10,033)	(338,612)	165,151
Net loss	—	—	—	—	(18,502)	(18,502)
Change in unrealized loss on available-for-sale investments, net of taxes	—	—	—	39	—	39
Foreign currency translation adjustment, net of taxes	—	—	—	157	—	157
Exercise of common stock options	10	—	21	—	—	21
Vesting of restricted stock units	2,695	3	(3)	—	—	—
Restricted stock units surrendered in lieu of withholding taxes	(887)	—	(2,528)	—	—	(2,528)
Issuance of common stock under employee stock purchase plan	449	—	1,095	—	—	1,095
Share-based compensation	—	—	12,491	—	—	12,491
Balance September 30, 2019	116,513	117	524,758	(9,837)	(357,114)	157,924

The accompanying notes are an integral part of the unaudited consolidated financial statements.

Limelight Networks, Inc.
Unaudited Consolidated Statements of Cash Flows
(In thousands)

	Nine Months Ended September 30,	
	2020	**2019**
Operating activities		
Net loss	$ (10,968)	$ (18,502)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization	17,161	14,450
Share-based compensation	12,238	10,463
Foreign currency remeasurement gain	(113)	(104)
Deferred income taxes	(80)	(30)
Gain on sale of property and equipment	(1)	(56)
Accounts receivable charges	476	1,274
Amortization of premium on marketable securities	87	29
Noncash interest expense	868	—
Changes in operating assets and liabilities:		
Accounts receivable	(8,221)	(11,051)
Prepaid expenses and other current assets	(2,679)	(777)
Income taxes receivable	3	43
Other assets	2,504	(2,641)
Accounts payable and other current liabilities	8,159	3,675
Deferred revenue	(109)	(557)
Income taxes payable	(15)	204
Payments related to litigation, net	—	(3,040)
Other long term liabilities	265	(137)
Net cash provided by (used in) operating activities	19,575	(6,757)
Investing activities		
Purchases of marketable securities	(52,690)	(10,279)
Sale and maturities of marketable securities	2,900	32,153
Purchases of property and equipment	(22,128)	(24,224)
Proceeds from sale of property and equipment	1	51
Net cash used in investing activities	(71,917)	(2,299)
Financing activities		
Proceeds from issuance of debt, net	121,600	—
Purchase of capped calls	(16,413)	—
Payment of debt issuance costs	(784)	—
Payments of employee tax withholdings related to restricted stock vesting	(3,987)	(2,528)
Proceeds from employee stock plans	8,691	1,116
Net cash provided by (used in) financing activities	109,107	(1,412)
Effect of exchange rate changes on cash and cash equivalents	69	(83)
Net increase (decrease) in cash and cash equivalents	56,834	(10,551)
Cash and cash equivalents, beginning of period	18,335	25,383
Cash and cash equivalents, end of period	$ 75,169	$ 14,832
Supplemental disclosure of cash flow information		
Cash paid during the period for interest	$ 97	$ 30
Cash paid during the period for income taxes, net of refunds	$ 452	$ 340

The accompanying notes are an integral part of the unaudited consolidated financial statements.

Limelight Networks, Inc.
Notes to Unaudited Consolidated Financial Statements
September 30, 2020

1. Nature of Business

Limelight Networks Inc., a provider of digital content delivery, online video delivery, cloud security, edge computing and cloud storage services, empowers customers to provide exceptional digital experiences. Limelight's edge services platform includes a globally distributed, high performance private network, intelligent software, and expert support services that enable current and future workflows.

We were incorporated in Delaware in 2003, and have operated in the Phoenix metropolitan area since 2001 and elsewhere throughout the United States since 2003. We began international operations in 2004.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited interim consolidated financial statements have been prepared pursuant to the rules and regulations of the SEC. They do not include all of the information and footnotes required by U.S. generally accepted accounting principles (U.S. GAAP) for complete financial statements. Such interim financial information is unaudited but reflects all adjustments that are, in the opinion of management, necessary for the fair presentation of the interim periods presented and of a normal recurring nature. This quarterly report on Form 10-Q should be read in conjunction with our audited financial statements and footnotes included in our annual report on Form 10-K for the fiscal year ended December 31, 2019. All information is presented in thousands, except per share amounts and where specifically noted.

The consolidated financial statements include accounts of Limelight and our wholly owned subsidiaries. All significant intercompany balances and transactions have been eliminated. In addition, certain other reclassifications have been made to prior year amounts to conform to the current year presentation.

Use of Estimates

The preparation of the consolidated financial statements and related disclosures in conformity with U.S. GAAP requires management to make judgments, assumptions, and estimates that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results and outcomes may differ from those estimates. The results of operations presented in this quarterly report on Form 10-Q are not necessarily indicative of the results that may be expected for the year ending December 31, 2020, or for any future periods.

Recent Accounting Standards

Adopted Accounting Standards

In June 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2016-13, which requires measurement and recognition of expected credit losses for financial assets held. The standard is to be applied through a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is effective. We adopted this guidance effective January 1, 2020. The adoption of this guidance did not have a material impact on our consolidated financial statements and related disclosures and there was no cumulative-effect adjustment required.

In January 2017, the FASB issued ASU 2017-04, which simplifies the accounting for goodwill impairment. The updated guidance eliminates Step 2 of the impairment test, which requires entities to calculate the implied fair value of goodwill to measure a goodwill impairment charge. Instead, entities will record an impairment charge based on the excess of a reporting unit's carrying amount over its fair value, determined in Step 1. We adopted this guidance effective January 1, 2020, using a prospective approach. The adoption of this guidance did not have a material impact on our consolidated financial statements and related disclosures.

In August 2018, the FASB issued ASU 2018-13, which removes, modifies and adds to the disclosure requirements on fair value measurements in Topic 820. The amendments on changes in unrealized gains and losses, the range and weighted average of significant unobservable inputs used to develop Level 3 fair value measurements, and the narrative description of measurement uncertainty should be applied prospectively for only the most recent interim or annual period presented in the initial fiscal year of adoption. All other amendments should be applied retrospectively to all periods presented upon their effective date. An entity is permitted to early adopt any removed or modified disclosures upon issuance of this updated guidance and delay adoption of the additional disclosures until their effective date. We adopted this guidance effective January

1, 2020. The adoption of this guidance did not have a material impact on our consolidated financial statements and related disclosures.

In August 2018, the FASB issued ASU 2018-15, to help entities evaluate the accounting for fees paid by a customer in a cloud computing arrangement (hosting arrangement) by providing guidance for determining when the arrangement includes a software license. The amendments align the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software (and hosting arrangements that include an internal use software license). The accounting for the service element of a hosting arrangement that is a service contract is not affected by the amendments. We adopted this guidance effective January 1, 2020. The adoption of this guidance did not have a material impact on our consolidated financial statements and related disclosures.

Recently Issued Accounting Standards

In December 2019, the FASB issued ASU 2019-12 to simplifying the accounting for income taxes. ASU 2019-12 is intended to simplify various aspects related to accounting for income taxes, eliminates certain exceptions to the general principles in the Accounting Standards Codification (ASC) Topic 740 related to intra-period tax allocation, simplifies when companies recognize deferred taxes in an interim period, and clarifies certain aspects of the current guidance to promote consistent application. This guidance is effective for public business entities for fiscal years beginning after December 15, 2020, and for interim periods within those fiscal years, with early adoption permitted. ASU 2019-12 requires a retrospective, modified retrospective or prospective transition approach for individual aspects of the ASU. This guidance is applicable to us for our fiscal year beginning January 1, 2021. We are currently evaluating the potential impact of this guidance on our consolidated financial statements.

In August 2020, the FASB issued ASU 2020-06, which simplifies the accounting for convertible instruments. ASU 2020-06 eliminates certain models that require separate accounting for embedded conversion features, in certain cases. Additionally, among other changes, the guidance eliminates certain of the conditions for equity classification for contracts in an entity’s own equity. ASU 2020-06 also requires entities to use the if-converted method for all convertible instruments in the diluted earnings per share calculation and include the effect of share settlement for instruments that may be settled in cash or shares, except for certain liability-classified share-based payment awards. ASU 2020-06 is effective for our fiscal year beginning after December 15, 2021, including interim periods within this fiscal year. Early adoption is permitted, but no earlier than our fiscal year beginning after December 15, 2020, including interim periods within those fiscal years. This guidance can be applied using either a modified or full retrospective approach. We expect to early adopt this guidance, however at this time we are currently evaluating the impact this guidance will have on our consolidated financial statements.

Significant Accounting Policies

There have been no changes in the significant accounting policies from those that were disclosed in our Annual Report, except for convertible senior notes as described below:

Convertible Senior Notes

In July 2020, we issued $125,000 aggregate principal amount of 3.50% convertible senior notes. We separate our convertible senior notes (the Notes) into liability and equity components. The carrying amount of the liability component is calculated by measuring the fair value of a similar debt instrument that does not have an associated convertible feature. The carrying amount of the equity component representing the conversion option is determined by deducting the fair value of the liability component from the principal amount of the Notes. The excess of the principal amount of the Notes over the carrying amount of the liability component (debt discount) is amortized to interest expense at an effective interest rate over the contractual term of the Notes. The equity component is recorded in additional paid-in capital and is not remeasured as long as it continues to meet the conditions for equity classification. We allocate the issuance costs to the liability and equity components of the Notes based on the proportion of the proceeds allocated to the debt and equity components. Issuance costs attributable to the liability component are amortized to interest expense using the effective interest method over the contractual terms of the Notes. Issuance costs attributable to the equity component are netted with the equity component in stockholders’ equity.

Revenue Recognition

Revenues are recognized when control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services.

For contracts that contain minimum commitments over the contractual term, we estimate an amount of variable consideration by using either the expected value method or the most likely amount method. We include estimates of variable consideration in revenue only when we have a high degree of confidence that revenue will not be reversed in a subsequent reporting period. We believe that the expected value method is the most appropriate estimate of the amount of variable consideration. These customers have entered into contracts with contract terms generally from one to four years. As of September 30, 2020, we have approximately $3,641 of remaining unsatisfied performance obligations. We recognized revenue of approximately $1,911 and $2,200, respectively, during the three months ended September 30, 2020 and 2019, related to these types of contracts with our customers. During the nine months ended September 30, 2020 and 2019, we recognized approximately $6,008 and $7,400, respectively. We expect to recognize approximately 37% of the remaining unsatisfied performance obligations in 2020, approximately 57% in 2021, and approximately 6% in 2022.

3. Investments in Marketable Securities

The following is a summary of marketable securities (designated as available-for-sale) at September 30, 2020.

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Certificate of deposit	$ 40	$ —	$ —	$ 40
Corporate notes and bonds	46,705	—	78	46,627
Municipal securities	2,997	1	2	2,996
Total marketable securities	$ 49,742	$ 1	$ 80	$ 49,663

The amortized cost and estimated fair value of marketable securities at September 30, 2020, by maturity are shown below:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Available-for-sale securities:				
Due in one year or less	$ 42,175	$ 1	$ 69	$ 42,107
Due after one year and through five years	7,567	—	11	7,556
Total marketable securities	$ 49,742	$ 1	$ 80	$ 49,663

The following is a summary of marketable securities (designated as available-for-sale) at December 31, 2019.

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Certificate of deposit	$ 40	$ —	$ —	$ 40

The amortized cost and estimated fair value of marketable securities at December 31, 2019, by maturity are shown below:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Available-for-sale securities:				
Due after one year and through five years	40	—	—	40

4. Accounts Receivable, net

Accounts receivable, net include:

	September 30, 2020	December 31, 2019
Accounts receivable	$ 43,306	$ 35,619
Less: credit allowance	(200)	(170)
Less: allowance for doubtful accounts	(884)	(973)
Total accounts receivable, net	$ 42,222	$ 34,476

All trade receivables are reported on the Consolidated Balance Sheets at their amortized cost adjusted for any write-offs and net of allowances for credit losses. We maintain an allowance for credit losses, which represents an estimate of expected losses of our receivables considering current market conditions and estimates for supportable forecasts when appropriate. The estimate is a result of our ongoing assessments and evaluations of collectability, historical loss experience, and future expectations in estimating credit losses for our trade receivables. For trade receivables, we apply a reserve percentage to the specific age of the receivable to estimate the allowance for doubtful accounts. The reserve percentages are determined based on our historical write-off experience. Determination of the proper amount of allowance requires management to exercise judgment about the timing, frequency and severity of potential credit losses that could materially affect the provision for credit losses and, as a result, net earnings. The allowance takes into consideration numerous quantitative and qualitative factors that include receivable type, historical loss experience, delinquency trends, collection experience, current economic conditions, estimates for supportable forecasts, when appropriate, and credit risk characteristics.

We evaluate the credit risk of the customer when extending credit based on a combination of various financial and qualitative factors that may affect our customers' ability to pay. These factors may include the customer's financial condition, past payment experience, and credit bureau information.

The following is a roll-forward of the allowances for doubtful accounts related to trade accounts receivable for the nine months ended September 30, 2020:

	Nine Months Ended September 30, 2020
Beginning of period	973
Provision for credit losses	476
Write-offs	(565)
End of period	884

5. Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets include:

	September 30, 2020	December 31, 2019
Prepaid bandwidth and backbone	1,324	1,717
VAT receivable	3,877	3,068
Prepaid expenses and insurance	2,731	1,685
Vendor deposits and other	4,629	3,450
Total prepaid expenses and other current assets	$ 12,561	$ 9,920

6. Property and Equipment, net

Property and equipment, net include:

	September 30, 2020	December 31, 2019
Network equipment	$ 134,082	$ 126,975
Computer equipment and software	7,293	7,603
Furniture and fixtures	1,785	1,906
Leasehold improvements	7,455	7,888
Other equipment	21	54
Total property and equipment	150,636	144,426
Less: accumulated depreciation	(103,143)	(98,290)
Total property and equipment, net	$ 47,493	$ 46,136

Cost of revenue depreciation expense related to property and equipment was approximately $5,602 and $4,961, respectively, for the three months ended September 30, 2020 and 2019, respectively. For the nine months ended September 30, 2020 and 2019, respectively, cost of revenue depreciation expense related to property and equipment was approximately $16,112 and $13,905, respectively.

Operating expense depreciation and amortization expense related to property and equipment was approximately $384 and $172, respectively, for the three months ended September 30, 2020 and 2019, respectively. For the nine months ended September 30, 2020 and 2019, respectively, operating expense depreciation and amortization expense related to property and equipment was approximately $1,049 and $545, respectively.

7. Other Current Liabilities

Other current liabilities include:

	September 30, 2020	December 31, 2019
Accrued compensation and benefits	$ 8,565	$ 4,918
Accrued cost of revenue	5,104	4,176
Accrued interest payable	791	—
Other accrued expenses	3,124	4,304
Total other current liabilities	$ 17,584	$ 13,398

8. Debt

Convertible Senior Notes - Due 2025

On July 27, 2020, we issued $125,000 aggregate principal amount of 3.50% Convertible Senior Notes due 2025 (the Notes), including the initial purchasers' exercise in full of their option to purchase an additional $15,000 principal amount of the Notes, in a private placement to qualified institutional buyers in an offering exempt from registration under the Securities Act of 1933, as amended. The net proceeds from the issuance of the Notes was $120,816 after deducting transaction costs.

The Notes are governed by an indenture (the Indenture) between us, as the issuer, and U.S. Bank, National Association, as trustee. The Notes are senior, unsecured obligations of ours and will be equal in right of payment with our senior, unsecured indebtedness; senior in right of payment to our indebtedness that is expressly subordinated to the notes; effectively subordinated to our senior, secured indebtedness, including future borrowings, if any, under our $20,000 credit facility with SVB, to the extent of the value of the collateral securing that indebtedness; and structurally subordinated to all indebtedness and other liabilities, including trade payables, and (to the extent we are not a holder thereof) preferred equity, if any, of our subsidiaries. The Indenture includes customary covenants and sets forth certain events of default after which the Notes may be declared immediately due and payable and sets forth certain types of bankruptcy or insolvency events of default involving us after which the Notes become automatically due and payable.

The Notes mature on August 1, 2025 unless earlier converted, redeemed or repurchased in accordance with their term prior to the maturity date. Interest is payable semiannually in arrears on February 1 and August 1 of each year, beginning on

February 1, 2021. The holders of the Notes may convert all or any portion of their Notes at their option only in the following circumstances:

(1) during any calendar quarter commencing after the calendar quarter ending on December 31, 2020 (and only during such calendar quarter), if the last reported sale price per share of our common stock exceeds 130% of the conversion price of $8.53 for each of at least 20 trading days, whether or not consecutive, during the 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter;

(2) during the five consecutive business days immediately after any ten consecutive trading day period (such ten consecutive trading day period, the “measurement period”) in which the trading price per $1 principal amount of Notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price per share of our common stock on such trading day and the conversion rate on such trading day;

(3) upon the occurrence of certain corporate events or distributions of our common stock;

(4) if we call such Notes for redemption; and

(5) at any time from, and including, May 1, 2025, until the close of business on the second scheduled trading day immediately before the maturity date.

On or after May 1, 2025, until the close of business on the second scheduled trading day immediately preceding the maturity date, holders may convert all or any portion of their Notes, in minimum principal amount denominations of $1 or any integral multiple of $1 in excess thereof, at the option of the holder regardless of the foregoing circumstances. Upon conversion, we may satisfy our conversion obligation by paying or delivering, as applicable, cash, shares of common stock or a combination of cash and shares of common stock, at our election, in the manner and subject to the terms and conditions provided in the Indenture. The Notes have an initial conversion rate of 117.2367 shares of our common stock per $1 principal amount of Notes, which is equal to an initial conversion price of approximately $8.53 per share of our common stock. The initial conversion price of the notes represents a premium of approximately 27.5% over the last reported sale price of our common stock on The Nasdaq Global Select Market of $6.69 per share on July 22, 2020. The conversion rate is subject to adjustment under certain circumstances in accordance with the terms of the Indenture. In addition, following certain corporate events that occur prior to the maturity date or if we deliver a notice of redemption, we will increase the conversion rate in certain circumstances for a holder who elects to convert its Notes in connection with such a corporate event or convert its Notes called (or deemed called) for redemption in connection with such notice of redemption, provided that the conversion rate will not exceed 149.4768 share of our common stock per $1 principal amount of Notes, subject to adjustment.

We may not redeem the Notes prior to August 4, 2023. We may redeem for cash all, or any portion in an authorized denomination, of the Notes, at our option, on or after August 4, 2023, and on or prior to the 41st scheduled trading day immediately preceding the maturity date, if the last reported sale price of our common stock has been at least 130% of the conversion price then in effect for at least 20 trading days, whether or not consecutive, including the trading day immediately preceding the date on which we provide notice of redemption, during any 30 consecutive trading day period ending on, and including, the trading day preceding the date on which we provide notice of redemption at a redemption price equal to 100% of the principal amount of the Notes to be redeemed, plus any accrued and unpaid interest to, but excluding, the redemption date. No sinking fund is provided for the Notes, which means that we are not required to redeem or retire the Notes periodically.

If we undergo a fundamental change (as defined in the Indenture), holders may require us to repurchase for cash all or any portion of their Notes at a fundamental change repurchase price equal to 100% of the principal amount of the Notes to be repurchased, plus accrued and unpaid interest to, but excluding, the fundamental change repurchase date.

During the three months ended September 30, 2020, the conditions allowing holders of the Notes to convert were not met and therefore the Notes are not yet convertible. The liability component of the Notes is classified as long-term debt on our condensed consolidated balance sheet as of September 30, 2020.

We separately accounted for the liability and equity components of the Notes. We determined the initial carrying amount of the $102,500 liability component before consideration of debt discount and transaction fees by calculating the present value of the cash flows using an effective interest rate of 8.6%. The interest rate was determined based on non-convertible debt offerings of similar sizes and terms by companies with similar credit ratings (Level 2 inputs). The carrying amount of the equity component, representing the conversion option, was $22,500 and was calculated by deducting the initial carrying value of the liability component from the principal amount of the Notes as a whole. This difference represents a debt discount that is amortized to interest expense over the 5-year contractual term of the Notes using the effective interest rate method. The equity component is not remeasured as long as it continues to meet the conditions for equity classification.

We allocated transaction costs related to the issuance of the Notes to the liability and equity components using the same proportions as the initial carrying value of the Notes. Transaction costs initially attributable to the liability component were $3,400 and are being amortized to interest expense using the effective interest method over the term of the Notes. Transaction costs attributable to the equity component were $800 and are accounted for consistently with the equity component of the debt.

The net carrying amount of the liability and equity components of the Notes was as follows:

	September 30, 2020
Liability component:	
Principal	$ 125,000
Debt discount (equity component)	(21,747)
Unamortized transaction costs	(3,316)
Net carrying amount	$ 99,937
Equity component, net of transaction costs	$ 21,747

Interest expense recognized related to the Notes was as follows:

	Three and Nine Months Ended September 30, 2020
Contractual interest expense	$ 791
Amortization of debt discount	753
Amortization of transaction costs	115
Total	$ 1,659

As of September 30, 2020, the estimated fair value of the Notes was $129,741. We estimated the fair value based on the quoted market prices in an inactive market on the last trading day of the reporting period, which are considered Level 2 inputs.

Capped Call Transactions

In connection with the offering of the Notes, we entered into privately negotiated capped call transactions with certain counterparties (collectively, the Capped Calls). The Capped Calls have an initial strike price of approximately $8.53 per share, subject to certain adjustments, which corresponds to the initial conversion price of the Notes. The Capped Calls have an initial cap price of $13.38 per share, subject to certain adjustments. The Capped Calls are generally intended to reduce or offset the potential economic dilution of approximately 14.7 million shares to our common stock upon any conversion of the Notes with such reduction or offset, as the case may be, subject to a cap based on the cap price. As the Capped Calls are considered indexed to our own stock and are equity classified, they are recorded in stockholders' equity and are not accounted for as derivatives. The cost of $16,400 incurred in connection with the Capped Calls was recorded as a reduction to additional paid-in capital.

Convertible Senior Notes and Capped Calls – Impact on Earnings per Share

The 14.7 million shares underlying the conversion option of the Notes will not have an impact on our diluted earnings per share until the average market price of our common stock exceeds the conversion price of $8.53 per share, as we intend and expect to have the ability to settle the principal amount of the Notes in cash upon conversion. Under current accounting guidance we do not have sufficient substance to overcome the presumption of stock settlement at this time and would be required to calculate earnings per share under the "if converted" method. However, we are in a loss position and therefore, the effects of the Notes are anti-dilutive. Once we achieve net income, we will re-evaluate our intent and ability to settle the Notes in cash and will apply the appropriate earnings per share calculation method at that time.

Line of Credit

In July 2020, we entered into a Sixth Amendment (Sixth Amendment) to the Loan and Security Agreement (the Credit Agreement) with Silicon Valley Bank (SVB) originally entered into in November 2015. Under the Sixth Amendment, the maximum principal commitment amount remained at $20,000. In addition, the Sixth Amendment modified language within the

Credit Agreement, which permitted us to issue our Notes. Our borrowing capacity is the lesser of the commitment amount or 80% of eligible accounts receivable. All outstanding borrowings owed under the Credit Agreement become due and payable no later than the extended final maturity date of November 2, 2022.

As of September 30, 2020, and December 31, 2019, we had no outstanding borrowings, and we had availability under the Credit Agreement of approximately $20,000.

As of September 30, 2020, borrowings under the Credit Agreement bear interest at the current prime rate minus 0.25%. In the event of default, obligations shall bear interest at a rate per annum that is 3% above the then applicable rate.

Amendment fees and other commitment fees are included in interest expense. During the three months ended September 30, 2020 and 2019, there was no interest expense, and fees expense and amortization was $15 and $10, respectively. For the nine months ended September 30, 2020 and 2019, there was no interest expense, and fees expense and amortization was $97 and $30, respectively.

Any borrowings are secured by essentially all of our domestic personal property, with a negative pledge on intellectual property. SVB's security interest in our foreign subsidiaries is limited to 65% of the voting stock of each such foreign subsidiary.

We are required to maintain an Adjusted Quick Ratio of at least 1.0 to 1.0. We are also subject to certain customary limitations on our ability to, among other things, incur debt, grant liens, make acquisitions and other investments, make certain restricted payments such as dividends, dispose of assets or undergo a change in control. As of September 30, 2020, we were in compliance with our covenant under the Credit Agreement.

9. Contingencies

Legal Matters

We are subject to various legal proceedings and claims, either asserted or unasserted, arising in the ordinary course of business. While the outcome of these claims cannot be predicted with certainty, management does not believe the outcome of any of these matters will have a material adverse effect on our business, financial position, results of operations, or cash flows and accordingly, no legal contingencies were accrued as of September 30, 2020 and December 31, 2019. Litigation relating to the content delivery services industry is not uncommon, and we are, and from time to time have been, subject to such litigation. No assurances can be given with respect to the extent or outcome of any such litigation in the future.

Taxes

We are subject to indirect taxation in various states and foreign jurisdictions. Laws and regulations that apply to communications and commerce conducted over the Internet are becoming more prevalent, both in the United States and internationally, and may impose additional burdens on us conducting business online or providing Internet-related services. Increased regulation could negatively affect our business directly, as well as the businesses of our customers, which could reduce their demand for our services. For example, tax authorities in various states and abroad may impose taxes on the Internet-related revenue we generate based on regulations currently being applied to similar but not directly comparable industries.

There are many transactions and calculations where the ultimate tax determination is uncertain. In addition, domestic and international taxation laws are subject to change. In the future, we may come under audit, which could result in changes to our tax estimates. We believe we maintain adequate tax reserves, that are not material in amount, to offset potential liabilities that may arise upon audit. Although we believe our tax estimates and associated reserves are reasonable, the final determination of tax audits and any related litigation could be materially different than the amounts established for tax contingencies. To the extent these estimates ultimately prove to be inaccurate, the associated reserves would be adjusted, resulting in the recording of a benefit or expense in the period in which a change in estimate or a final determination is made.

10. Net Loss per Share

We calculate basic and diluted loss per weighted average share. We use the weighted-average number of shares of common stock outstanding during the period for the computation of basic loss per share. Diluted loss per share include the dilutive effect of all potentially dilutive common stock, including awards granted under our equity incentive compensation plans in the weighted-average number of shares of common stock outstanding.

The following table sets forth the components used in the computation of basic and diluted net loss per share for the periods indicated (in thousands, except per share data):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Net loss	$ (3,985)	$ (2,751)	$ (10,968)	$ (18,502)
Basic weighted average outstanding shares of common stock	122,363	116,270	120,519	115,318
Basic weighted average outstanding shares of common stock	122,363	116,270	120,519	115,318
Dilutive effect of stock options, restricted stock units, and other equity incentive plans	—	—	—	—
Diluted weighted average outstanding shares of common stock	122,363	116,270	120,519	115,318
Basic net loss per share	$ (0.03)	$ (0.02)	$ (0.09)	$ (0.16)
Diluted net loss per share:	$ (0.03)	$ (0.02)	$ (0.09)	$ (0.16)

For the three and nine months ended September 30, 2020 and 2019, respectively, the following potentially dilutive common stock, including awards granted under our equity incentive compensation plans were excluded from the computation of diluted net loss per share because including them would have been anti-dilutive.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Employee stock purchase plan	187	324	187	324
Stock options	6,676	1,433	6,401	1,977
Restricted stock units	1,894	567	1,984	884
	8,757	2,324	8,572	3,185

11. Stockholders' Equity

Common Stock

On March 14, 2017, our board of directors authorized a $25,000 share repurchase program. Any shares repurchased under this program will be canceled and returned to authorized but unissued status. During the nine months ended September 30, 2020 and 2019, we did not repurchase any shares under the repurchase program. As of September 30, 2020, there remained $21,200 under this share repurchase program.

Amended and Restated Equity Incentive Plan

We established the 2007 Equity Incentive Plan, or the 2007 Plan, which allows for the grant of equity, including stock options and restricted stock unit awards. In June 2016, our stockholders approved the Amended and Restated 2007 Equity Incentive Plan, or the Restated 2007 Plan, which amended and restated the 2007 Plan. Approval of the Restated 2007 Plan replaced the terms and conditions of the 2007 Plan with the terms and conditions of the Restated 2007 Plan and extended the term of the plan to April 2026. There was no increase in the aggregate amount of shares available for issuance. The total number of shares authorized for issuance under the Restated 2007 Plan as of September 30, 2020 was approximately 10,917.

Employee Stock Purchase Plan

In June 2013, our stockholders approved our 2013 Employee Stock Purchase Plan (ESPP), authorizing the issuance of 4,000 shares. In May 2019, our stockholders approved the adoption of Amendment 1 to the ESPP. Amendment 1 increased the number of shares authorized to 9,000 shares (an increase of 5,000 shares) and amended the maximum number of shares of common stock that an eligible employee may be permitted to purchase during each offering period to be 5 shares. The ESPP allows participants to purchase our common stock at a 15% discount of the lower of the beginning or end of the offering period using the closing price on that day. During the three months ended September 30, 2020, we did not issue any shares under the ESPP. During the nine months ended September 30, 2020, we issued 300 shares under the ESPP. Total cash proceeds from the purchase of shares under the ESPP was approximately $1,075. As of September 30, 2020, shares reserved for issuance to employees under this plan totaled 3,940, and we held employee contributions of $820 (included in other current liabilities) for future purchases under the ESPP.

Preferred Stock

Our board of directors has authorized the issuance of up to 7,500 shares of preferred stock at September 30, 2020. The preferred stock may be issued in one or more series pursuant to a resolution or resolutions providing for such issuance duly adopted by the board of directors. As of September 30, 2020, the board of directors had not adopted any resolutions for the issuance of preferred stock.

12. Accumulated Other Comprehensive Loss

Changes in the components of accumulated other comprehensive loss, net of tax, for the nine months ended September 30, 2020, was as follows:

	Foreign Currency	Available for Sale Securities	Total
Balance, December 31, 2019	$ (9,210)	$ —	$ (9,210)
Other comprehensive loss before reclassifications	(89)	(80)	(169)
Amounts reclassified from accumulated other comprehensive loss	—	—	—
Net current period other comprehensive loss	(89)	(80)	(169)
Balance, September 30, 2020	$ (9,299)	$ (80)	$ (9,379)

13. Share-Based Compensation

The following table summarizes the components of share-based compensation expense included in our consolidated statements of operations:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Share-based compensation expense by type:				
Stock options	$ 1,024	$ 1,044	$ 3,143	$ 3,130
Restricted stock units	713	2,149	8,413	6,834
ESPP	186	165	682	499
Total share-based compensation expense	$ 1,923	$ 3,358	$ 12,238	$ 10,463
Share-based compensation expense:				
Cost of services	$ 130	$ 331	$ 1,685	$ 1,119
General and administrative expense	1,272	2,006	5,770	6,240
Sales and marketing expense	206	584	2,756	1,666
Research and development expense	315	437	2,027	1,438
Total share-based compensation expense	$ 1,923	$ 3,358	$ 12,238	$ 10,463

Unrecognized share-based compensation expense totaled approximately $16,692 at September 30, 2020, of which $5,374 related to stock options and $11,318 related to restricted stock units. We currently expect to recognize share-based compensation expense of $3,002 during the remainder of 2020, $8,450 in 2021 and the remainder thereafter based on scheduled vesting of the stock options and restricted stock units outstanding at September 30, 2020.

We have recorded $1,091 of share based compensation expense during the nine months ended September 30, 2020, related to restricted stock units issued as part of our 2019 annual corporate bonus plan.

14. Operating Leases - Right of Use Assets and Purchase Commitments

Right of Use Assets

We have various operating leases for office space that expire through 2030. Below is a summary of our right of use assets and liabilities as of September 30, 2020.

Right-of-use assets	$ 10,844
Lease liability obligations, current	$ 2,654
Lease liability obligations, less current portion	11,745
Total lease liability obligations	$ 14,399
Weighted-average remaining lease term	8.2 years
Weighted-average discount rate	5.05 %

During the three months ended September 30, 2020, we recognized approximately $752 in operating lease costs. Operating lease costs of $111 are included in cost of revenue, and $641 are included in operating expenses in our consolidated statements of operations. During the three months ended September 30, 2020, cash paid for operating leases was approximately $473. For the nine months ended September 30, 2020, we recognized approximately $2,350 in operating lease costs. Operating lease costs of $360 are included in cost of revenue, and $1,990 are included in operating expenses in our consolidated statements of operations. For the nine months ended September 30, 2020, cash paid for operating leases was approximately $1,438.

During the three months ended September 30, 2019, we recognized approximately $787 in operating lease costs. Operating lease costs of $111 are included in cost of revenue, and $676 are included in operating expenses in our consolidated statements of operations. During the three months ended September 30, 2019, cash paid for operating leases was approximately $463. For the nine months ended September 30, 2019, we recognized approximately $2,730 in operating lease costs. Operating lease costs of $402 are included in cost of revenue, and $2,328 are included in operating expenses in our consolidated statements of operations. For the nine months ended September 30, 2019, cash paid for operating leases was approximately $1,515.

Approximate future minimum lease payments for our right of use assets over the remaining lease periods as of September 30, 2020, are as follows:

Remainder of 2020	$ 887
2021	3,065
2022	2,226
2023	1,743
2024	1,441
Thereafter	8,269
Total minimum payments	17,631
Less: amount representing interest	3,232
Total	$ 14,399

Purchase Commitments

We have long-term commitments for bandwidth usage and co-location with various networks and Internet service providers. The following summarizes our minimum non-cancellable commitments for future periods as of September 30, 2020:

Remainder of 2020	$ 13,444
2021	25,099
2022	11,310
2023	2,848
2024	354
Thereafter	—
Total minimum payments	$ 53,055

15. Concentrations

During the three months ended September 30, 2020, we had one customer, Amazon, who represented 10% or more of our total revenue. During the nine months ended September 30, 2020, we had two customers, Amazon and Sony, who each represented 10% or more of our total revenue. During the three and nine months ended September 30, 2019, we had one customer, Amazon, who represented 10% or more of our total revenue.

Revenue from customers located within the United States, our country of domicile, was $38,075 for the three months ended September 30, 2020, compared to $32,052 for the three months ended September 30, 2019. For the nine months ended September 30, 2020, revenue from customers located within the United States was $107,698, compared to $84,115 for the nine months ended September 30, 2019.

During the three and nine months ended September 30, 2020 and 2019, based on customer location, we had three countries, the United States, Japan, and the United Kingdom, that accounted for 10% or more of our total revenue.

16. Income Taxes

Income taxes for the interim periods presented have been included in the accompanying consolidated financial statements on the basis of an estimated annual effective tax rate. Based on an estimated annual effective tax rate and discrete items, income tax expense for the three months ended September 30, 2020 and 2019, was $66 and $166, respectively. For the nine months ended September 30, 2020 and 2019, income tax expense was $377 and $544, respectively. Income tax expense was different than the statutory income tax rate primarily due to us providing for a valuation allowance on deferred tax assets in certain jurisdictions, and the recording of state and foreign tax expense for the three month periods.

We file income tax returns in jurisdictions with varying statutes of limitations. Tax years 2017 through 2019 remain subject to examination by federal tax authorities. Tax years 2016 through 2019 generally remain subject to examination by state tax authorities. As of September 30, 2020, we are not under any federal or state examination for income taxes.

For the three and nine months ended September 30, 2020 and 2019, there was no impact to income tax expense related to the Global Intangible Low-Taxed Income inclusion (GILTI) as a result of our net operating loss carryforwards (NOL) and valuation allowance position. We do not expect the GILTI to have a material impact on future earnings due to our NOL and valuation allowance position.

On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security Act (CARES Act) was enacted in response to the COVID-19 pandemic. The CARES Act, among other things, permits NOL carryovers and carrybacks to offset 100% of taxable income for taxable years beginning before 2021. In addition, the CARES Act allows NOLs incurred in 2018, 2019, and 2020 to be carried back to each of the five preceding taxable years to generate a refund of previously paid income taxes. We are currently evaluating the impact of the CARES Act, but at present do not expect that the NOL carryback provision of the CARES Act would result in a cash benefit to us.

17. Segment Reporting and Geographic Areas

Our chief operating decision maker (who is our Chief Executive Officer) reviews our financial information presented on a consolidated basis for purposes of allocating resources and evaluating our financial performance. We operate in one industry segment — content delivery and related services and we operate in three geographic areas — Americas, Europe, Middle East, and Africa (EMEA), and Asia Pacific.

Revenue by geography is based on the location of the customer from which the revenue is earned. The following table sets forth our revenue by geographic area:

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2020		2019		2020		2019	
Americas	$ 38,594	65 %	$ 32,860	64 %	$ 109,652	63 %	$ 86,865	62 %
EMEA	8,590	15 %	7,574	15 %	27,411	16 %	22,122	16 %
Asia Pacific	12,059	20 %	10,887	21 %	37,738	21 %	31,518	22 %
Total revenue	$ 59,243	100 %	$ 51,321	100 %	$ 174,801	100 %	$ 140,505	100 %

The following table sets forth the individual countries and their respective revenue for those countries whose revenue exceeded 10% of our total revenue:

Country / Region	Three Months Ended September 30, 2020	Three Months Ended September 30, 2019	Nine Months Ended September 30, 2020	Nine Months Ended September 30, 2019
United States / Americas	$ 38,075	$ 32,052	$ 107,698	$ 84,115
United Kingdom / EMEA	$ 6,939	$ 5,813	$ 22,016	$ 16,227
Japan / Asia Pacific	$ 7,703	$ 6,556	$ 24,251	$ 18,061

The following table sets forth long-lived assets by geographic area in which the assets are located:

	September 30, 2020	December 31, 2019
Americas	$ 34,264	$ 33,450
International	13,229	12,686
Total long-lived assets	$ 47,493	$ 46,136

18. Fair Value Measurements

As of September 30, 2020, and December 31, 2019, we held certain assets and liabilities that were required to be measured at fair value on a recurring basis.

The following is a summary of fair value measurements at September 30, 2020:

		Fair Value Measurements at Reporting Date Using		
Description	Total	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Money market funds (2)	$ 39,968	$ 39,968	$ —	$ —
Certificate of deposit (1)	40	—	40	—
Corporate notes and bonds (1)	46,627	—	46,627	—
Municipal securities (1)	2,996	—	2,996	—
Total assets measured at fair value	$ 89,631	$ 39,968	$ 49,663	$ —

(1) Classified in marketable securities

(2) Classified in cash and cash equivalents

The following is a summary of fair value measurements at December 31, 2019:

		Fair Value Measurements at Reporting Date Using		
Description	Total	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Certificate of deposit (1)	40	—	40	—

(1) Classified in marketable securities

The carrying amount of cash equivalents approximates fair value because their maturity is less than three months. The carrying amount of short-term and long-term marketable securities approximates fair value as the securities are marked to market as of each balance sheet date with any unrealized gains and losses reported in stockholders’ equity. The carrying amount of accounts receivable, accounts payable, and accrued liabilities approximates fair value due to the short-term maturity of the amounts.

Item 2. *Management's Discussion and Analysis of Financial Condition and Results of Operations*

The following discussion and analysis of our financial condition and results of operations should be read together with our consolidated financial statements and related notes included in Part I, Item 1 of this Quarterly Report on Form 10-Q, as well as the audited consolidated financial statements and notes thereto and management's discussion and analysis of financial condition and results of operations for the year ended December 31, 2019, included in Part II of our annual report on Form 10-K, as filed with the SEC, on January 30, 2020.

Prior period information has been modified to conform to current year presentation. All information in this Item 2 is presented in thousands, except per share amounts and customer count and where otherwise specifically noted.

Overview

We were founded in 2001 as a provider of content delivery network services to deliver digital content over the internet. We began development of our infrastructure in 2001 and began generating meaningful revenue in 2002. Today, we are a leading provider of digital content delivery, online video delivery, cloud security, edge computing, and cloud storage services. Our edge services platform includes a globally distributed, high-performance private network, intelligent software, and support services. Our mission is to securely manage and globally deliver digital content, building customer satisfaction through exceptional reliability and performance.

Our delivery services represented approximately 75% of our total revenue during the three and nine months ended September 30, 2020. We also generate revenue through the sale of professional services and other infrastructure services, such as transit and rack space services.

We operate in markets that are highly competitive. We have experienced and expect to continue to experience increased competition in price, features, functionality, integration and other factors leading to customer churn and customers operating their own network. Competition and technology advancements have resulted in declining average selling prices in the industry. We believe continued increases in content delivery traffic growth rates, driven by the continued shift to over the top consumption for online video and increased consumption of rich media content and larger file sizes, increased migration of applications and data to the cloud, and continued growth rates of mobile device usage are all important trends that will continue to outpace declining average selling prices in the industry.

In addition to these revenue-related trends, our profitability is impacted by trends in our costs of services and operating expenses. We continuously review our capacity needs and work to optimize our data center footprint. During 2019, we increased our network capacity by more than 100% to over 70 terabits per second through software enhancements and hardware additions. We continuously renegotiate our infrastructure contracts in order to scale our operations based on traffic levels and lower bandwidth costs per unit. Our operating expenses are largely driven by payroll and related employee costs. Our headcount increased from 610 as of December 31, 2019, to 620 as of September 30, 2020.

The change in everyday behavior caused by the COVID-19 pandemic has changed people's viewing habits and created new patterns in daily usage worldwide. This has included a greater consumption of content online, such as movies and television shows, news, and video games. As a result, we continued to see strong volumes of customer traffic during the three months ended September 30, 2020. Nevertheless, there is uncertainty about future traffic patterns as the pandemic evolves, workers return to their places of employment, and seasonal weather impacts end customers viewing habits.

Our business is dependent on providing our customers with fast, efficient, and reliable distribution of content delivery and digital asset management services over the Internet every minute of every day. Because of this, we operate a globally distributed network with services that are available 24 hours a day, seven days a week, and 365 days a year. Our network is fully redundant and includes extensive diversity through data center and telecommunication suppliers within and across regions. In response to the outbreak of COVID-19, we took several precautionary steps early to safeguard our business and our people, including implementing travel bans and restrictions, temporarily closing offices, and canceling participation in various industry events. We have been in constant communication with our business-critical partners and are frequently reassured that, like us, they have activated their pandemic response plans to ensure service continuity. We also have had conversations with various ISPs to understand their pain points and how we can manage our traffic to better alleviate congestion.

We have seen a slowing in our collections of outstanding accounts receivable from some of our customers, and we are experiencing logistics challenges in some parts of the world that may cause delays in updating or expanding our network and acquiring new customers. While it is difficult to predict what the world will look like when this pandemic has run its course, we currently do not expect the COVID-19 pandemic to have a material adverse impact on our balance sheet, financial condition, and results of operations, nor do we expect any impairment of goodwill, long-lived assets or right of use assets. There has been no material impact to our financial reporting systems, internal control over financial reporting, and disclosure controls and procedures.

The following table summarizes our revenue, costs, and expenses for the three and nine months ended September 30, 2020 and 2019 (in thousands of dollars and as a percentage of total revenue).

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2020		2019		2020		2019	
Revenue	$ 59,243	100.0 %	$ 51,321	100.0 %	$ 174,801	100.0 %	$ 140,505	100.0 %
Cost of revenue	37,507	63.3 %	30,563	59.6 %	108,518	62.1 %	85,216	60.6 %
Gross profit	21,736	36.7 %	20,758	40.4 %	66,283	37.9 %	55,289	39.4 %
Operating expenses	24,016	40.5 %	23,401	45.6 %	74,762	42.8 %	73,530	52.3 %
Operating loss	(2,280)	(3.8)%	(2,643)	(5.1)%	(8,479)	(4.9)%	(18,241)	(13.0)%
Total other income (expense)	(1,639)	(2.8)%	58	0.1 %	(2,112)	(1.2)%	283	0.2 %
Loss before income taxes	(3,919)	(6.6)%	(2,585)	(5.0)%	(10,591)	(6.1)%	(17,958)	(12.8)%
Income tax expense	66	0.1 %	166	0.3 %	377	0.2 %	544	0.4 %
Net loss	$ (3,985)	(6.7)%	$ (2,751)	(5.4)%	$ (10,968)	(6.3)%	$ (18,502)	(13.2)%

Use of Non-GAAP Financial Measures

To evaluate our business, we consider and use non-generally accepted accounting principles (Non-GAAP) net income (loss), EBITDA and Adjusted EBITDA as supplemental measures of operating performance. These measures include the same adjustments that management takes into account when it reviews and assesses operating performance on a period-to-period basis. We consider Non-GAAP net income (loss) to be an important indicator of overall business performance. We define Non-GAAP net income (loss) to be U.S. GAAP net income (loss), adjusted to exclude share-based compensation and non-cash interest expense. We believe that EBITDA provides a useful metric to investors to compare us with other companies within our industry and across industries. We define EBITDA as U.S. GAAP net income (loss), adjusted to exclude depreciation and amortization, interest expense, interest and other (income) expense, and income tax expense. We define Adjusted EBITDA as EBITDA adjusted to exclude share-based compensation. We use Adjusted EBITDA as a supplemental measure to review and assess operating performance. Our management uses these Non-GAAP financial measures because, collectively, they provide valuable information on the performance of our on-going operations, excluding non-cash charges, taxes and non-core activities (including interest payments related to financing activities). These measures also enable our management to compare the results of our on-going operations from period to period, and allow management to review the performance of our on-going operations against our peer companies and against other companies in our industry and adjacent industries. We believe these measures also provide similar insights to investors, and enable investors to review our results of operations “through the eyes of management.”

Furthermore, our management uses these Non-GAAP financial measures to assist them in making decisions regarding our strategic priorities and areas for future investment and focus.

In our October 22, 2020, earnings press release, as furnished on Form 8-K, we included Non-GAAP net income (loss), EBITDA and Adjusted EBITDA. The terms Non-GAAP net income (loss), EBITDA and Adjusted EBITDA are not defined under U.S. GAAP, and are not measures of operating income, operating performance or liquidity presented in accordance with U.S. GAAP. Our Non-GAAP net income (loss), EBITDA and Adjusted EBITDA have limitations as analytical tools, and when assessing our operating performance, Non-GAAP net income (loss), EBITDA and Adjusted EBITDA should not be considered in isolation, or as a substitute for net income (loss) or other consolidated income statement data prepared in accordance with U.S. GAAP. Some of these limitations include, but are not limited to:

- EBITDA and Adjusted EBITDA do not reflect our cash expenditures or future requirements for capital expenditures or contractual commitments;
- these measures do not reflect changes in, or cash requirements for, our working capital needs;
- Non- GAAP net income (loss) and Adjusted EBITDA do not reflect the cash requirements necessary for litigation costs, including provision for litigation and litigation expenses;
- these measures do not reflect the interest expense, or the cash requirements necessary to service interest or principal payments, on our debt that we may incur;

- these measures do not reflect income taxes or the cash requirements for any tax payments;
- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will be replaced sometime in the future, and EBITDA and Adjusted EBITDA do not reflect any cash requirements for such replacements;
- while share-based compensation is a component of operating expense, the impact on our financial statements compared to other companies can vary significantly due to such factors as the assumed life of the options and the assumed volatility of our common stock; and
- other companies may calculate Non-GAAP net income (loss), EBITDA and Adjusted EBITDA differently than we do, limiting their usefulness as comparative measures.

We compensate for these limitations by relying primarily on our U.S. GAAP results and using Non-GAAP net income (loss), EBITDA, and Adjusted EBITDA only as supplemental support for management's analysis of business performance. Non-GAAP net income (loss), EBITDA and Adjusted EBITDA are calculated as follows for the periods presented.

Reconciliation of Non-GAAP Financial Measures

In accordance with the requirements of Item 10(e) of Regulation S-K, we are presenting the most directly comparable U.S. GAAP financial measures and reconciling the unaudited Non-GAAP financial metrics to the comparable U.S. GAAP measures.

Reconciliation of U.S. GAAP Net Loss to Non-GAAP Net Income (Loss)
(Unaudited)

	Three Months Ended			Nine Months Ended	
	Sept. 30, 2020	June 30, 2020	Sept. 30, 2019	Sept. 30, 2020	Sept. 30, 2019
U.S. GAAP net loss	$ (3,985)	$ (1,727)	$ (2,751)	$ (10,968)	$ (18,502)
Share-based compensation	1,923	5,251	3,358	12,238	10,463
Non-cash interest expense	868	—	—	868	—
Non-GAAP net (loss) income	$ (1,194)	$ 3,524	$ 607	$ 2,138	$ (8,039)

Reconciliation of U.S. GAAP Net Loss to EBITDA to Adjusted EBITDA
(Unaudited)

	Three Months Ended			Nine Months Ended	
	Sept. 30, 2020	June 30, 2020	Sept. 30, 2019	Sept. 30, 2020	Sept. 30, 2019
U.S. GAAP net loss	$ (3,985)	$ (1,727)	$ (2,751)	$ (10,968)	$ (18,502)
Depreciation and amortization	5,986	5,683	5,133	17,161	14,450
Interest expense	1,674	71	10	1,756	30
Interest and other (income) expense	(35)	306	(68)	356	(313)
Income tax expense	66	136	166	377	544
EBITDA	$ 3,706	$ 4,469	$ 2,490	$ 8,682	$ (3,791)
Share-based compensation	1,923	5,251	3,358	12,238	10,463
Adjusted EBITDA	$ 5,629	$ 9,720	$ 5,848	$ 20,920	$ 6,672

Critical Accounting Policies and Estimates

Please see Note 2 of Part I, Item 1 of this Quarterly Report on Form 10-Q for a summary of changes in significant accounting policies. In addition, our critical accounting policies and estimates are disclosed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2019. During the nine months ended September 30, 2020, there have been no other significant changes in our critical accounting policies and estimates.

Results of Operations

Revenue

We derive revenue primarily from the sale of our digital content delivery, video delivery, cloud security, edge compute and origin storage services. We also generate revenue through the sale of professional services and other infrastructure services, such as transit, rack space services, and hardware to help our customers build out edge solutions.

The following table reflects our revenue for the three and nine months ended September 30, 2020, compared to the three and nine months ended September 30, 2019:

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2020	2019	$ Change	% Change	2020	2019	$ Change	% Change
Revenue	$ 59,243	$ 51,321	$ 7,922	15 %	$ 174,801	$ 140,505	$ 34,296	24 %

Our revenue increased during the three and nine months ended September 30, 2020, versus the comparable 2019 periods due to a significant increase in volumes driven by increased demand for our content delivery services. During the three and nine months ended September 30, 2020, we experienced a decrease in average selling price versus the comparable 2019 periods as a result of continuous pricing compression, which is common within our industry.

Our active customers worldwide decreased to 534 as of September 30, 2020, compared to 609 as of September 30, 2019. We are continuing our selective approach to accepting profitable business by following a clear process for identifying customers that value quality, performance, availability, and service.

During the three months ended September 30, 2020 and 2019, sales to our top 20 customers accounted for approximately 79% and 74%, respectively, of our total revenue. For the nine months ended September 30, 2020 and 2019, sales to our top 20 customers accounted for approximately 77% and 71%, respectively, of our total revenue. The customers that comprised our top 20 customers change from time to time, and our large customers may not continue to be as significant going forward as they have been in the past.

During the three months ended September 30, 2020, we had one customer, Amazon, who represented 10% or more of our total revenue. During the nine months ended September 30, 2020, we had two customers, Amazon and Sony, who each represented 10% or more of our total revenue. During the three and nine months ended September 30, 2019, we had one customer, Amazon, who represented 10% or more of our total revenue.

Revenue by geography is based on the location of the customer from which the revenue is earned. The following table sets forth revenue by geographic area (in thousands and as a percentage of total revenue):

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2020		2019		2020		2019	
Americas	$ 38,594	65 %	$ 32,860	64 %	$ 109,652	63 %	$ 86,865	62 %
EMEA	8,590	15 %	7,574	15 %	27,411	16 %	22,122	16 %
Asia Pacific	12,059	20 %	10,887	21 %	37,738	21 %	31,518	22 %
Total revenue	$ 59,243	100 %	$ 51,321	100 %	$ 174,801	100 %	$ 140,505	100 %

Cost of Revenue

Cost of revenue consists primarily of fees paid to network providers for bandwidth and backbone, costs incurred for non-settlement free peering and connection to Internet service providers, and fees paid to data center operators for housing of our network equipment in third party network data centers, also known as co-location costs. Cost of revenue also includes leased warehouse space and utilities, depreciation of network equipment used to deliver our content delivery services, payroll and related costs, and share-based compensation for our network operations and professional services personnel. Other costs include professional fees and outside services, travel and travel-related expenses, and royalty expenses.

Cost of revenue was composed of the following (in thousands and as a percentage of total revenue):

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2020		2019		2020		2019	
Bandwidth and co-location fees	$ 22,824	38.5 %	$ 17,377	33.9 %	$ 64,314	36.8 %	$ 48,052	34.2 %
Depreciation - network	5,602	9.5 %	4,961	9.7 %	16,112	9.2 %	13,905	9.9 %
Payroll and related employee costs	4,827	8.1 %	3,889	7.6 %	14,329	8.2 %	12,233	8.7 %
Share-based compensation	130	0.2 %	331	0.6 %	1,685	1.0 %	1,119	0.8 %
Other costs	4,124	7.0 %	4,005	7.8 %	12,078	6.9 %	9,907	7.1 %
Total cost of revenue	$ 37,507	63.3 %	$ 30,563	59.6 %	$ 108,518	62.1 %	$ 85,216	60.6 %

Our cost of revenue increased in both aggregate dollars and as a percentage of total revenue for the three and nine months ended September 30, 2020, versus the comparable 2019 periods. The changes in cost of revenue were primarily a result of the following:

- Bandwidth expenses increased in aggregate dollars due to higher transit fees and increased peering costs, resulting from increased traffic on our network and our continued expansion in existing, as well as new geographies.
- Our co-location costs increased in aggregate dollars primarily due to our expansion in existing, as well as new geographies.
- Depreciation expense increased due to increased capital expenditures over the last two years.
- Payroll and related employee costs increased as a result of additional network operations and professional services personnel and increased variable compensation.
- Other costs increased primarily due to an increase in international re-seller costs, which was partially off-set by decreased travel and entertainment and contract royalties.

General and Administrative

General and administrative expense was composed of the following (in thousands and as a percentage of total revenue):

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2020		2019		2020		2019	
Payroll and related employee costs	$ 3,617	6.1 %	$ 2,176	4.2 %	$ 10,005	5.7 %	$ 7,918	5.6 %
Professional fees and outside services	1,103	1.9 %	1,145	2.2 %	2,971	1.7 %	3,487	2.5 %
Share-based compensation	1,272	2.1 %	2,006	3.9 %	5,770	3.3 %	6,240	4.4 %
Other costs	1,759	3.0 %	2,029	4.0 %	5,074	2.9 %	5,586	4.0 %
Total general and administrative	$ 7,751	13.1 %	$ 7,356	14.3 %	$ 23,820	13.6 %	$ 23,231	16.5 %

Our general and administrative expense increased in aggregate dollars and decreased as a percentage of total revenue for the three and nine months ended September 30, 2020, versus the comparable 2019 period.

The increase in aggregate dollars for the three and nine months ended September 30, 2020, versus the comparable 2019 period was primarily driven by increased payroll and related employee costs due to increased general and administrative personnel and increased variable compensation. These increases were partially off-set by decreased share-based compensation resulting from reduced variable compensation that was to be paid in restricted stock units, decreased professional fees and services (consulting) and decreased other costs, which was primarily lower bad debt expense and lower travel and entertainment expenses partially off-set by increased fees and licenses.

We expect our general and administrative expenses for 2020 to increase slightly in both aggregate dollars and as a percentage of total revenue due to expected changes in variable compensation.

Sales and Marketing

Sales and marketing expense was composed of the following (in thousands and as a percentage of total revenue):

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2020		2019		2020		2019	
Payroll and related employee costs	$ 8,391	14.2 %	$ 7,859	15.3 %	$ 24,409	14.0 %	$ 23,710	16.9 %
Share-based compensation	206	0.3 %	584	1.1 %	2,756	1.6 %	1,666	1.2 %
Marketing programs	634	1.1 %	522	1.0 %	1,705	1.0 %	1,648	1.2 %
Other costs	1,225	2.1 %	1,748	3.4 %	4,409	2.5 %	5,655	4.0 %
Total sales and marketing	$ 10,456	17.6 %	$ 10,713	20.9 %	$ 33,279	19.0 %	$ 32,679	23.3 %

Our sales and marketing expense decreased in both aggregate dollars and as a percentage of total revenue for the three months ended September 30, 2020, versus the comparable 2019 period. For the nine months ended September 30, 2020, our sales and marketing expense increased in aggregate dollars but decreased as a percentage of revenue versus the comparable 2019 period.

The decrease in aggregate dollars for the three months ended September 30, 2020, versus the comparable 2019 period was primarily driven by decreased other costs (travel and entertainment, professional fees, facilities, supplies), and decreased share-based compensation. These decreases were partially offset by increased payroll and related employee costs and increased marketing expense.

The increase in aggregate dollars for the nine months ended September 30, 2020 was primarily related to increased share-based compensation primarily due to variable compensation that was paid in restricted stock units and increased payroll and related employee costs. These increases were partially offset by lower other costs (travel and entertainment, professional fees and facilities).

We expect our sales and marketing expenses for 2020 to remain consistent throughout the year.

Research and Development

Research and development expense was composed of the following (in thousands and as a percentage of total revenue):

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2020		2019		2020		2019	
Payroll and related employee costs	$ 3,973	6.7 %	$ 3,500	6.8 %	$ 11,117	6.4 %	$ 12,075	8.6 %
Share-based compensation	315	0.5 %	437	0.9 %	2,027	1.2 %	1,438	1.0 %
Other costs	1,137	1.9 %	1,223	2.4 %	3,470	2.0 %	3,562	2.5 %
Total research and development	$ 5,425	9.2 %	$ 5,160	10.1 %	$ 16,614	9.5 %	$ 17,075	12.2 %

Our research and development expense increased in aggregate dollars and decreased as a percentage of total revenue for the three months ended September 30, 2020, versus the comparable 2019 period. For the nine months ended September 30, 2020, our research and development expense decreased in both aggregate dollars and as a percentage of total revenue versus the comparable 2019 period.

The increase in aggregate dollars during the three months ended September 30, 2020 was primarily due to an increase in payroll and related employee costs related to increased variable compensation. This increase was partially offset by decreased share-based compensation and decreased other costs (travel and entertainment and other employee costs).

The decrease in aggregate dollars for the nine months ended September 30, 2020, versus the comparable 2019 period was primarily driven by decreased payroll and related employee costs (lower salaries) and decreased other costs (decreased travel and entertainment, facilities, other employee costs, and fees and licenses, off-set by increased professional fees). These decreases were partially offset by increased share-based compensation.

We expect our research and development expenses for 2020 to remain consistent throughout the year.

Depreciation and Amortization (Operating Expenses)

Depreciation and amortization expense was $384, or 0.6% of revenue, for the three months ended September 30, 2020, versus $172, or 0.3% of revenue, for the comparable 2019 period. For the nine months ended September 30, 2020, depreciation and amortization expense was $1,049, or 0.6% of revenue versus $545, or 0.4% of revenue, for the comparable 2019 period. Depreciation expense consists of depreciation on equipment and furnishings used by general administrative, sales and marketing, and research and development personnel. Amortization expense consists of amortization of acquired intangible assets.

Interest Expense

Interest expense was $1,674 for the three months ended September 30, 2020, versus $10 for the comparable 2019 period. For the nine months ended September 30, 2020, interest expense was $1,756 versus $30 for the comparable 2019 period. Interest expense includes expense associated with the issuance of our senior convertible notes in July 2020 and fees associated with the Loan and Security Agreement (as amended, the Credit Agreement) with Silicon Valley Bank (SVB) originally entered into in November 2015.

Interest Income

Interest income was $10 for the three months ended September 30, 2020, versus $81 for the comparable 2019 period. For the nine months ended September 30, 2020, interest income was $40 versus $402 for the comparable 2019 period. Interest income includes interest earned on invested cash balances and marketable securities.

Other Income (Expense)

Other income was $25 for the three months ended September 30, 2020, versus other expense of $13 for the comparable 2019 period. For the nine months ended September 30, 2020, other expense was $396 versus $89 for the comparable 2019 period. For the three and nine months ended September 30, 2020 and 2019, other income/expense consisted primarily of foreign currency transaction gains and losses and the gain/loss on sale of fixed assets.

Income Tax Expense

Based on an estimated annual effective tax rate and discrete items, the estimated income tax expense for the three and nine months ended September 30, 2020, was $66 and $377, respectively, versus $166 and $544, respectively, for the comparable 2019 periods. Income tax expense on our income (loss) before income taxes was different than the statutory income tax rate primarily due to our providing for a valuation allowance on deferred tax assets in certain jurisdictions, and recording of state and foreign tax expense for the quarter. The effective income tax rate is based primarily upon forecasted income or loss for the year, the composition of the income or loss in different countries, and adjustments, if any, for the potential tax consequences, benefits or resolutions for tax audits.

On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security Act (CARES Act) was enacted in response to the COVID-19 pandemic. The CARES Act, among other things, permits NOL carryovers and carrybacks to offset 100% of taxable income for taxable years beginning before 2021. In addition, the CARES Act allows NOLs incurred in 2018, 2019, and 2020 to be carried back to each of the five preceding taxable years to generate a refund of previously paid income taxes. We are currently evaluating the impact of the CARES Act, but at present do not expect that the NOL carryback provision of the CARES Act would result in a cash benefit to us.

Liquidity and Capital Resources

As of September 30, 2020, our cash, cash equivalents, and marketable securities classified as current totaled $124,792. Included in this amount is approximately $11,447 of cash and cash equivalents held outside the United States. Changes in cash, cash equivalents and marketable securities are dependent upon changes in, among other things, working capital items such as deferred revenues, accounts payable, accounts receivable, accrued provision for litigation, and various accrued expenses, as well as purchases of property and equipment and changes in our capital and financial structure due to debt repurchases and issuances, stock option exercises, sales of equity investments, and similar events.

Cash from operations could also be affected by various risks and uncertainties, including, but not limited to, the effects of the COVID-19 pandemic and other risks detailed in Part II, Item 1A titled "Risk Factors". However, we believe that our existing cash, cash equivalents and marketable securities, and available borrowing capacity will be sufficient to meet our anticipated cash needs for at least the next 12 months. If the assumptions underlying our business plan regarding future revenue and expenses change or if unexpected opportunities or needs arise, we may seek to raise additional cash by selling equity or debt securities.

The major components of changes in cash flows for the nine months ended September 30, 2020 and 2019, are discussed in the following paragraphs.

Operating Activities

Net cash provided by operating activities was $19,575 for the nine months ended September 30, 2020, versus net cash used in operating activities of $6,757 for the comparable 2019 period, an increase of $26,332. Changes in operating assets and liabilities of $(93) during the nine months ended September 30, 2020, versus $(14,281) in the comparable 2019 period, were primarily due to:

- accounts receivable increased $8,221 during the nine months ended September 30, 2020, as a result of timing of collections as compared to a $11,051 increase in the comparable 2019 period;
- prepaid expenses and other current assets increased $2,679 during the nine months ended September 30, 2020, due to an increase in, prepaid expenses and insurance, and VAT receivable, offset by the amortization of prepaid bandwidth and backbone expenses, compared to an increase of $777 in the comparable 2019 period;
- accounts payable and other current liabilities increased $8,159 during the nine months ended September 30, 2020, versus an increase of $3,675 for the comparable 2019 period due to timing of variable compensation and vendor payments; and
- net payments for provision for litigation decreased $3,040 as a result of our final payments from a settled litigation matter during the three months ended June 30, 2019.

Cash provided by operating activities may not be sufficient to cover new purchases of property and equipment during the remainder of 2020 and beyond. The timing and amount of future working capital changes and our ability to manage our days sales outstanding will also affect the future amount of cash used in or provided by operating activities.

Investing Activities

Net cash used in investing activities was $71,917 for the nine months ended September 30, 2020, versus net cash used in investing activities of $2,299 for the comparable 2019 period. For the nine months ended September 30, 2020, net cash used in investing activities was related to the purchase of marketable securities, and capital expenditures primarily for servers and network equipment associated with the build-out and expansion of our global computing platform. For the nine months ended September 30, 2019, net cash used in investing activities primarily related to cash received from the sale and maturities of marketable securities, offset by cash used for capital expenditures, primarily for servers and network equipment and the purchase of marketable securities.

We expect to have ongoing capital expenditure requirements as we continue to invest in and expand our content delivery network. During the nine months ended September 30, 2020, we made capital expenditures of $22,128, which represented approximately 13% of our total revenue. We currently expect capital expenditures in 2020 to be approximately $25 to $30 million, as we continue to increase the capacity of our global network and re-fresh our systems.

Financing Activities

Net cash provided by financing activities was $109,107 for the nine months ended September 30, 2020, versus net cash used in financing activities of $1,412 for the comparable 2019 period. Net cash provided by financing activities in the nine months ended September 30, 2020, primarily relates to cash received from the issuance of our Notes of $121,600, and the exercise of stock options and our employee stock purchase plan of $8,691, offset by $16,413 premium paid related to our capped call transactions, $784 payment of debt issuance costs, and the payments of employee tax withholdings related to the net settlement of vested restricted stock units of $3,987.

Net cash used in financing activities in the nine months ended September 30, 2019, primarily relates to the payments of employee tax withholdings related to the net settlement of vested restricted stock units of $2,528, offset by cash received from the exercise of stock options and our employee stock purchase plan of $1,116.

Convertible Senior Notes and Capped Call Transactions

In July 2020, we issued $125,000 aggregate principal amount of 3.50% Convertible Senior Notes due 2025 (the Notes), with an initial conversion rate of 117.2367 shares of our common stock (equal to an initial conversion rate of $8.53 per share), subject to adjustment in some events. The Notes will be senior, unsecured obligations of ours and will be equal in right of payment with our senior, unsecured indebtedness; senior in right of payment to our indebtedness that is expressly subordinated to the Notes; effectively subordinated to our senior, secured indebtedness, including future borrowings, if any, under our $20,000 credit facility with SVB, to the extent of the value of the collateral securing that indebtedness; and structurally subordinated to all indebtedness and other liabilities, including trade payables, and (to the extent we are not a holder thereof) preferred equity, if any, of our subsidiaries. The Notes are governed by an indenture (the Indenture) between us, as the issuer, and U.S. Bank, National Association, as trustee. The Indenture does not contain any financial covenants.

The Notes mature on August 1, 2025, unless earlier converted, redeemed or repurchased in accordance with their term prior to the maturity date. Interest is payable semiannually in arrears on February 1 and August 1 of each year, beginning on February 1, 2021. We may not redeem the Notes prior to August 4, 2023.

On or after August 4, 2023, and on or before the 40th scheduled trading day immediately before the maturity date, we may redeem for cash all or any portion of the Notes if the last reported sale price of our common stock has been at least 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive), including the trading day immediately preceding the date on which we provide notice of redemption, during any 30 consecutive trading day period ending on, and including, the trading day immediately preceding the date on which we provide notice of redemption. The redemption price will equal 100% of the principal amount of the Notes being redeemed, plus accrued and unpaid interest to, but excluding, the redemption date. No sinking fund is provided for the Notes.

During the three months ended September 30, 2020, the conditions allowing holders of the Notes to convert were not met and therefore the Notes are not yet convertible.

In connection with the offering of the Notes, we also entered into privately negotiated capped call transactions (collectively, the Capped Calls). The Capped Calls have an initial strike price of approximately $8.53 per share, subject to certain adjustments, which corresponds to the initial conversion price of the Notes. The Capped Calls have an initial cap price of $13.38 per share, subject to certain adjustments. The capped call transactions cover, subject to anti-dilution adjustments, approximately 14.7 million shares of our common stock and are expected to offset the potential economic dilution to our common stock up to the initial cap price.

Line of Credit

In July 2020, we entered into a Sixth Amendment (Sixth Amendment) to the Credit Agreement with SVB. Under the Sixth Amendment, the maximum principal commitment amount remained at $20,000. In addition, the Sixth Amendment modified language within the Credit Agreement which permitted us to issue our Notes. Our borrowing capacity is the lesser of the commitment amount or 80% of eligible accounts receivable. All outstanding borrowings owed under the Credit Agreement become due and payable no later than the final maturity date of November 2, 2022.

As of September 30, 2020, borrowings under the Credit Agreement bear interest at the current prime rate minus 0.25%. In the event of default, obligations shall bear interest at a rate per annum which is 3% above the then applicable rate. As of September 30, 2020, and December 31, 2019, we had no outstanding borrowings, and we had availability under the Credit Agreement of $20,000.

Financial Covenants and Borrowing Limitations

The Credit Agreement requires, and any future credit facilities will likely require, us to comply with specified financial requirements that may limit the amount we can borrow. A breach of any of these covenants could result in a default. Our ability to satisfy those covenants depends principally upon our ability to meet or exceed certain financial performance results. Any debt agreements we enter into in the future may further limit our ability to enter into certain types of transactions.

We are required to maintain an Adjusted Quick Ratio of at least 1.0 to 1.0. We are also subject to certain customary limitations on our ability to, among other things, incur debt, grant liens, make acquisitions and other investments, make certain restricted payments such as dividends, dispose of assets or undergo a change in control. As of September 30, 2020, we were in compliance with our covenant under the Credit Agreement.

For a more detailed discussion regarding our Credit Agreement and Sixth Amendment, please refer to Note 8 "Debt - Line of Credit" of the Notes to Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

We may be prevented from taking advantage of business opportunities that arise because of the limitations imposed on us by restrictive covenants within the Credit Agreement. These restrictions may also limit our ability to plan for or react to market conditions, meet capital needs or otherwise restrict our activities or business plans and adversely affect our ability to finance our operations, enter into acquisitions, execute our business strategy, effectively compete with companies that are not similarly restricted or engage in other business activities that would be in our interest. In the future, we may also incur debt obligations that might subject us to additional and different restrictive covenants that could affect our financial and operational flexibility. We cannot assure you that we will be granted waivers or amendments to the indenture governing the Credit Agreement, or such other debt obligations if for any reason we are unable to comply with our obligations thereunder or that we will be able to refinance our debt on acceptable terms, or at all, should we seek to do so. Any such limitations on borrowing under the Credit Agreement, including payments related to litigation, could have a material adverse impact on our liquidity and our ability to continue as a going concern could be impaired.

Share Repurchases

On March 14, 2017, our board of directors authorized a $25,000 share repurchase program. Any shares repurchased under this program will be canceled and returned to authorized but unissued status. During the nine months ended September 30, 2020 and 2019, we did not repurchase any shares under the repurchase program. As of September 30, 2020, there remained $21,200 under this share repurchase program.

Contractual Obligations, Contingent Liabilities, and Commercial Commitments

In the normal course of business, we make certain long-term commitments for right-of-use (ROU) assets, primarily office facilities, and purchase commitments for bandwidth and computer rack space. These commitments expire on various dates ranging from 2020 to 2030. We expect that the growth of our business will require us to continue to add to and increase our ROU assets and long-term commitments in 2020 and beyond. As a result of our growth strategies, we believe that our liquidity and capital resources requirements will grow.

The following table presents our contractual obligations and commercial commitments, as of September 30, 2020, over the next five years and thereafter:

	Payments Due by Period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Purchase Commitments					
Bandwidth commitments	$ 36,576	$ 24,238	$ 12,165	$ 173	$ —
Rack space commitments	16,479	9,960	6,014	505	—
Total purchase commitments	53,055	34,198	18,179	678	—
Right-of-use assets and other operating leases	17,693	3,374	4,247	2,878	7,194
Total commitments	$ 70,748	$ 37,572	$ 22,426	$ 3,556	$ 7,194

Off Balance Sheet Arrangements

As of September 30, 2020, we are not involved in any off-balance sheet arrangements, as defined in Item 303(a)(4)(ii) of SEC Regulation S-K.

Item 3. *Quantitative and Qualitative Disclosures about Market Risk*

Interest Rate Risk

Our exposure to market risk for changes in interest rates relates primarily to our debt and investment portfolio. In our investment portfolio, we do not use derivative financial instruments. Our investments are primarily with our commercial and investment banks and, by policy, we limit the amount of risk by investing primarily in money market funds, United States Treasury obligations, high quality corporate and municipal obligations, and certificates of deposit. Interest expense on our line of credit under the Credit Agreement, as amended, is at the current prime rate minus 0.25%. In the event of default, obligations shall bear interest at a rate per annum which is 3% above the then applicable rate. An increase in interest rates of 100 basis points would add $10 of interest expense per year, to our financial position or results of operations, for each $1,000 drawn on the line of credit. As of September 30, 2020, there were no outstanding borrowings against the line of credit.

Foreign Currency Risk

We operate in the Americas, EMEA, and Asia-Pacific. As a result of our international business activities, our financial results could be affected by factors such as changes in foreign currency exchange rates or economic conditions in foreign markets, and there is no assurance that exchange rate fluctuations will not harm our business in the future. We have foreign currency exchange rate exposure on our results of operations as it relates to revenues and expenses denominated in foreign currencies. A portion of our cost of revenues and operating expenses are denominated in foreign currencies as are our revenues associated with certain international customers. To the extent that the U.S. dollar weakens, similar foreign currency denominated transactions in the future will result in higher revenues and higher cost of revenues and operating expenses, with expenses having the greater impact on our financial results. Similarly, our revenues and expenses will decrease if the U.S. dollar strengthens against these foreign currencies. Although we will continue to monitor our exposure to currency fluctuations, and, where appropriate, may use financial hedging techniques in the future to minimize the effect of these fluctuations, we are not currently engaged in any financial hedging transactions. Assuming a 10% weakening of the U.S. dollar relative to our foreign currency denominated revenues and expenses, our net loss for the year ended December 31, 2019, would have been higher by approximately $3,049, and our net loss for the nine months ended September 30, 2020, would have been higher by approximately $2,959. There are inherent limitations in the sensitivity analysis presented, primarily due to the assumption that foreign exchange rate movements across multiple jurisdictions are similar and would be linear and instantaneous. As a result, the analysis is unable to reflect the potential effects of more complex markets or other changes that could arise, which may positively or negatively affect our results of operations.

Inflation Risk

We do not believe that inflation has had a material effect on our business, financial condition, or results of operations. If our costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs through price increases. Our inability or failure to do so could harm our business, financial condition and results of operations.

Credit Risk

During any given fiscal period, a relatively small number of customers typically account for a significant percentage of our revenue. During the three months ended September 30, 2020 and 2019, sales to our top 20 customers accounted for approximately 79% and 74%, respectively, of our total revenue. During the three months ended September 30, 2020, we had one customer, Amazon, who represented more than 10% of our total revenue. During the three months ended September 30, 2019, we had one customer, Amazon, who represented more than 10% of our total revenue.

For the nine months ended September 30, 2020 and 2019, sales to our top 20 customers accounted for approximately 77% and 71%, respectively, of our total revenue. During the nine months ended September 30, 2020, we had two customers, Amazon and Sony, who each represented more than 10% of our total revenue. During the nine months ended September 30, 2019, we had one customer, Amazon, who represented more than 10% of our total revenue.

In 2020, we anticipate that our top 20 customer concentration levels will remain consistent with 2019. In the past, the customers that comprised our top 20 customers have continually changed, and our large customers may not continue to be as significant going forward as they have been in the past.

Item 4. *Controls and Procedures*

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

We are responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in SEC Rules 13a-15(e) and 15d-15(e). We maintain disclosure controls and procedures, as such term is defined in SEC Rules 13a-15(e) and 15d-15(e), that are designed to ensure that information required to be disclosed in our reports under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by SEC Rule 13a-15(b), we carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of September 30, 2020. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting, as defined in SEC Rules 13a-15(f) and 15d-15(f), during the fiscal quarter ended September 30, 2020, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. *Legal Proceedings*

For a description of our material pending legal proceedings, please refer to Note 9 "Contingencies - Legal Matters" of the Notes to Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q, which is incorporated herein by reference.

Item 1A. *Risk Factors*

Investing in our common stock involves a high degree of risk. You should carefully consider the risks and uncertainties described below, together with all of the other information in this Quarterly Report on Form 10-Q, including the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part I, Item II, and our consolidated financial statements and related notes, before making a decision to invest in our common stock. The risks and uncertainties described below may not be the only ones we face. If any of the risks actually occur, our business, financial condition, operating results and prospects could be materially and adversely affected. In that event, the market price of our common stock could decline, and you could lose part or all of your investment. All information is presented in thousands, except per share amounts, customer count, head count and where specifically noted.

Risks Related to Our Business

We currently face competition from established competitors and may face competition from others in the future.

We compete in markets that are intensely competitive, rapidly changing and characterized by frequently declining prices. In these markets, vendors offer a wide range of alternate solutions. We have experienced and expect to continue to experience increased competition on price, features, functionality, integration and other factors. Several of our current competitors, as well as a number of our potential competitors, have longer operating histories, greater name recognition, broader customer relationships and industry alliances, and substantially greater financial, technical and marketing resources than we do. As a consequence of the competitive dynamics in our markets, we have experienced reductions in our prices, and an increased requirement for product advancement and innovation in order to remain competitive, which in turn have adversely affected and may continue to adversely affect our revenue, gross margin and operating results.

Our primary competitors for our content delivery services include Akamai, CenturyLink, Amazon, CDNetworks, Fastly, StackPath, and Verizon Digital Media Services. In addition, a number of companies have recently entered or are currently attempting to enter our market, either directly or indirectly, as a result of the growth in the content delivery market. These new entrants include companies that have built internal content delivery networks to solely deliver their own traffic, rather than relying solely, largely or in part on content delivery specialists, such as us. Some of these new entrants may become significant competitors in the future. Given the relative ease by which customers typically can switch among content delivery service providers, differentiated offerings or pricing by competitors could lead to a rapid loss of customers. Some of our current or potential competitors may bundle their offerings with other services, software or hardware in a manner that may discourage content providers from purchasing the services that we offer. In addition, we face different market characteristics and competition with local content delivery service providers as we expand internationally. Many of these international competitors are very well positioned within their local markets. Increased competition could result in price reductions and revenue shortfalls, loss of customers and loss of market share, which could harm our business, financial condition and results of operations.

We face different competitors for our other service offerings. However, the competitive landscape is different from content delivery in this area in that the process of changing vendors can be more costly and complicated for the customer, which could make it difficult for us to attract new customers and increase our market share.

Several of our competitors have greater financial and sales resources than we do. Many have been offering similar services in the markets in which we compete longer than we have. We may not be able to successfully compete against these or new competitors. If we are unable to increase our customer base and increase our market share, our business, financial condition and results of operations may suffer.

Any unplanned interruption or degradation in the functioning or availability of our network or services, or attacks on or disruptions to our internal information technology systems, could lead to increased costs, a significant decline in our revenue, and harm to our reputation.

Our business is dependent on providing our customers with fast, efficient, and reliable distribution of content delivery and digital asset management services over the Internet every minute of every day. Our services could be disrupted by numerous events, including natural disasters, failure or refusal of our third-party network providers to provide the necessary capacity or access, failure of our software or global network infrastructure and power losses. In addition, we deploy our servers in third-party co-location facilities, and these third-party co-location providers could experience system outages or other disruptions that could constrain our ability to deliver our services.

We may also experience disruptions caused by software viruses, unauthorized hacking of our systems, security breaches or other cyberattacks by unauthorized users. The economic costs to us to eliminate or alleviate cyber or other security problems, viruses, worms, malicious software programs, and other security vulnerabilities could be significant, and our efforts to address these problems may not be successful and could result in interruptions, delays, cessation of service, and loss of existing or potential customers.

Any material interruption or degradation in the functioning of our services for any reason could reduce our revenue, harm our reputation with existing and potential customers, and thus adversely impact our business and results of operations. This is true even if such interruption or degradation was for a relatively short period of time, but occurred during the streaming of a significant live event, launch by a customer of a new streaming service, or the launch of a new video-on-demand offering.

We have a history of losses and we may not achieve or maintain profitability in the future.

We incur significant expenses in developing our technology and maintaining and expanding our network. We also incur significant share-based compensation expense and have incurred (and may in the future incur) significant costs associated with litigation. Accordingly, we may not be able to achieve or maintain profitability for the foreseeable future.

We also may not achieve sufficient revenue to achieve or maintain profitability and thus may continue to incur losses in the future for a number of reasons, including, among others:

- slowing demand for our services;
- increasing competition and competitive pricing pressures;
- any inability to provide our services in a cost-effective manner;
- the incurrence of unforeseen expenses, difficulties, complications and delays; and
- other risks described in this report.

If we fail to achieve and maintain profitability, the price of our common stock could decline, and our business, financial condition and results of operations could suffer.

If we are unable to sell our services at acceptable prices relative to our costs, our revenue and gross margins will decrease and our business and financial results will suffer.

Prices for content delivery services have fallen in recent years and are likely to fall further in the future. We have invested significant amounts in purchasing capital equipment as part of our effort to increase the capacity of our global content delivery network. Our investments in our infrastructure are based upon our assumptions regarding future demand, as well as prices that we will be able to charge for our services. These assumptions may prove to be wrong. If the price that we are able to charge customers to deliver their content falls to a greater extent than we anticipate, if we over-estimate future demand for our services, or if our costs to deliver our services do not fall commensurate with any future price declines, we may not be able to achieve acceptable rates of return on our infrastructure investments, and our gross profit and results of operations may suffer dramatically.

As we further expand our global network and services, and as we refresh our network equipment, we are dependent on significant future growth in demand for our services to justify additional capital expenditures. If we fail to generate significant additional demand for our services, our results of operations will suffer, and we may fail to achieve planned or expected financial results. There are numerous factors that could, alone or in combination with other factors, impede our ability to increase revenue, moderate expenses or maintain gross margins, including:

- continued price declines arising from significant competition;
- increasing settlement fees for certain peering relationships;
- failure to increase sales of our services;
- increases in electricity, bandwidth and rack space costs or other operating expenses, and failure to achieve decreases in these costs and expenses relative to decreases in the prices we can charge for our services and products;
- failure of our current and planned services and software to operate as expected;
- loss of any significant customers or loss of existing customers at a rate greater than our increase in new customers or our sales to existing customers;

- failure to increase sales of our services to current customers as a result of their ability to reduce their monthly usage of our services to their minimum monthly contractual commitment;
- failure of a significant number of customers to pay our fees on a timely basis or at all or to continue to purchase our services in accordance with their contractual commitments; and
- inability to attract high quality customers to purchase and implement our current and planned services.

A significant portion of our revenue is derived collectively from our video delivery services, cloud security, edge compute, and origin storage services. These services tend to have higher gross margins than our content delivery services. We may not be able to achieve the growth rates in revenue from such services that we or our investors expect or have experienced in the past. If we are unable to achieve the growth rates in revenue that we expect for these service offerings, our revenue and operating results could be significantly and negatively affected.

Our ability to use our net operating losses to offset future taxable income may be subject to certain limitations.

Our ability to use our net operating losses to offset future taxable income may be subject to certain limitations. As of December 31, 2019, we had federal and state net operating loss carryforwards, or NOLs, of $206,500 and $138,300, respectively, due to prior period losses. In general, under Section 382 of the Internal Revenue Code of 1986, as amended, or the Code, a corporation that undergoes an “ownership change” can be subject to limitations on its ability to utilize its NOLs to offset future taxable income. Our existing NOLs may be subject to limitations arising from past ownership changes. Future changes in our stock ownership, some of which are outside of our control, could result in an ownership change under Section 382 of the Code. In addition, under the Tax Cuts and Jobs Act (the Tax Act), the amount of post 2017 NOLs that we are permitted to deduct in any taxable year is limited to 80% of our taxable income in such year, where taxable income is determined without regard to the NOL deduction itself. In addition, the Tax Act generally eliminates the ability to carry back any NOL to prior taxable years, while allowing post 2017 unused NOLs to be carried forward indefinitely. There is a risk that due to changes under the Tax Act, regulatory changes, or other unforeseen reasons, our existing NOLs could expire or otherwise be unavailable to offset future income tax liabilities. For these reasons, we may not be able to realize a tax benefit from the use of our NOLs, whether or not we attain profitability.

Our involvement in litigation may have a material adverse effect on our financial condition and operations.

We have been involved in multiple intellectual property lawsuits in the past. We are from time to time party to other lawsuits. The outcome of all litigation is inherently unpredictable. The expenses of defending these lawsuits, particularly fees paid to our lawyers and expert consultants, have been significant to date. If the cost of prosecuting or defending current or future lawsuits continues to be significant, it may continue to adversely affect our operating results during the pendency of such lawsuits. Lawsuits also require a diversion of management and technical personnel time and attention away from other activities to pursue the defense or prosecution of such matters. In addition, adverse rulings in such lawsuits either alone or cumulatively may have an adverse impact on our revenue, expenses, market share, reputation, liquidity and financial condition.

If we are required to seek funding, such funding may not be available on acceptable terms or at all.

We may need to obtain funding due to a number of factors, including a shortfall in revenue, increased expenses, increased investment in capital equipment, the acquisition of significant businesses or technologies, or adverse judgments or settlements in connection with future, unforeseen litigation. We believe that our cash, cash equivalents and marketable securities classified as current plus cash from operations will be sufficient to fund our operations and proposed capital expenditures for at least the next 12 months. However, we may need or desire funding before such time. If we do need to obtain funding, it may not be available on commercially reasonable terms or at all. If we are unable to obtain sufficient funding, our business would be harmed. Even if we were able to find outside funding sources, we might be required to issue securities in a transaction that could be highly dilutive to our investors or we may be required to issue securities with greater rights than the securities we have outstanding today. We might also be required to take other actions that could lessen the value of our common stock, including borrowing money on terms that are not favorable to us. If we are unable to generate or raise capital that is sufficient to fund our operations, we may be required to curtail operations, reduce our capabilities or cease operations in certain jurisdictions or completely.

We may have difficulty scaling and adapting our existing architecture to accommodate increased traffic and technology advances or changing business requirements. This could lead to the loss of customers and cause us to incur unexpected expenses to make network improvements.

Our services and solutions are highly complex and are designed to be deployed in and across numerous large and complex networks. Our global network infrastructure has to perform well and be reliable for us to be successful. We will need to continue to invest in infrastructure and customer support to account for the continued growth in traffic (and the increased complexity of that traffic) delivered via content delivery networks such as ours. We have spent and expect to continue to spend

substantial amounts on the purchase and lease of equipment and data centers and the upgrade of our technology and network infrastructure to handle increased traffic over our network, implement changes to our network architecture and integrate existing solutions and to roll out new solutions and services. For example, during 2019, we increased our network capacity by more than 100% to over 70 terabits per second through software enhancements and hardware additions. This expansion is expensive and complex and could result in inefficiencies, operational failures or defects in our network and related software. If we do not implement such changes or expand successfully, or if we experience inefficiencies and operational failures, the quality of our solutions and services and user experience could decline. From time to time, we have needed to correct errors
and defects in our software or in other aspects of our network. In the future, there may be additional errors and defects that may harm our ability to deliver our services, including errors and defects originating with third party networks or software on which we rely. These occurrences could damage our reputation and lead to the loss of current and potential customers, which would harm our operating results and financial condition. We must continuously upgrade our infrastructure in order to keep pace with our customers' evolving demands. Cost increases or the failure to accommodate increased traffic or these evolving business demands without disruption could harm our operating results and financial condition.

If we are unable to develop new services and enhancements to existing services or fail to predict and respond to emerging technological trends and customers' changing needs, our operating results and market share may suffer.

The market for our services is characterized by rapidly changing technology, evolving industry standards, and new product and service introductions. Our operating results depend on our ability to understand user preferences or predict industry changes. Our operating results also depend on our ability to modify our solutions and services on a timely basis or develop and introduce new services into existing and emerging markets. The process of developing new technologies is complex and uncertain. We must commit significant resources to developing new services or enhancements to our existing services before knowing whether our investments will result in services the market will accept. Furthermore, we may not successfully execute our technology initiatives because of errors in planning or timing, technical hurdles that we fail to overcome in a timely fashion, misunderstandings about market demand or a lack of appropriate resources. As prices for content delivery services fall, we will increasingly rely on new product offerings and other service offerings to maintain or increase our gross margins. Failures in execution, delays in bringing new or improved products or services to market, failure to effectively integrate service offerings, or market acceptance of new services we introduce could result in competitors providing those solutions before we do, which could lead to loss of market share, revenue and earnings.

We depend on a limited number of customers for a substantial portion of our revenue in any fiscal period, and the loss of, or a significant shortfall in demand from, these customers could significantly harm our results of operations.

During any given fiscal period, a relatively small number of customers typically account for a significant percentage of our revenue. For the nine months ended September 30, 2020, sales to our top 20 customers accounted for approximately 77% of our total revenue. During the nine months ended September 30, 2020, we had two customers, Amazon and Sony, who each represented 10% or more of our total revenue.

In the past, the customers that comprised our top 20 customers have continually changed, and we also have experienced significant fluctuations in our individual customers' usage of, or decreased usage of, our services. As a consequence, we may not be able to adjust our expenses in the short term to address the unanticipated loss of a large customer during any particular period. As such, we may experience significant, unanticipated fluctuations in our operating results that may cause us to not meet our expectations or those of stock market analysts, which could cause our stock price to decline.

Rapidly evolving technologies or new business models could cause demand for our services to decline or could cause these services to become obsolete.

Customers, potential customers or third parties may develop technological or business model innovations that address digital delivery requirements in a manner that is, or is perceived to be, equivalent or superior to our service offerings. This is particularly true as our customers increase their operations and begin expending greater resources on delivering their content using third party solutions. If we fail to offer content delivery, video content management, edge services, and other related services that are competitive to in-sourced solutions, we may lose additional customers or fail to attract customers that may consider pursuing this in-sourced approach, and our business and financial results would suffer.

If competitors introduce new products or services that compete with or surpass the quality or the price or performance of our services, we may be unable to renew our agreements with existing customers or attract new customers at the prices and levels that allow us to generate attractive rates of return on our investment. We may not anticipate such developments and may be unable to adequately compete with these potential solutions. In addition, our customers' business models may change in ways that we do not anticipate, and these changes could reduce or eliminate our customers' needs for our services. If this occurred, we could lose customers or potential customers, and our business and financial results would suffer.

As a result of these or similar potential developments, it is possible that competitive dynamics in our market may require us to reduce our prices faster than we anticipate, which could harm our revenue, gross margin and operating results.

Failure to effectively enhance our sales capabilities could harm our ability to increase our customer base and achieve broader market acceptance of our services.

Increasing our customer base and achieving broader market acceptance of our services will depend to a significant extent on our ability to enhance our sales and marketing operations. We have a concentration of our sales force at our headquarters in Scottsdale, Arizona, but we also have a widely deployed field sales force. We have aligned our sales resources to improve our sales productivity and efficiency and to bring our sales personnel closer to our current and potential customers. Adjustments to our sales force have been and will continue to be expensive and could cause some near-term productivity impairments. As a result, we may not be successful in improving the productivity and efficiency of our sales force, which could cause our results of operations to suffer.

We believe that there is significant competition for both inside and direct sales personnel with the sales skills and technical knowledge that we require. Our ability to achieve significant growth in revenue in the future will depend, in large part, on our success in recruiting, training and retaining sufficient numbers of inside and direct sales personnel. New hires require significant training and, in most cases, take a significant period of time before they achieve full productivity. Our recent hires and planned hires may not become as productive as we would like, and we may be unable to hire or retain sufficient numbers of qualified individuals in the future in the markets where we do business. Our business will be seriously harmed if our sales force productivity efforts do not generate a corresponding significant increase in revenue.

Many of our significant current and potential customers are pursuing emerging or unproven business models, which, if unsuccessful, or ineffective at monetizing delivery of their content, could lead to a substantial decline in demand for our content delivery and other services.

Because the proliferation of broadband Internet connections and the subsequent monetization of content libraries for distribution to Internet users are relatively recent phenomena, many of our customers' business models that center on the delivery of rich media and other content to users remain unproven. Some of our customers will not be successful in selling advertising, subscriptions, or otherwise monetizing the content we deliver on their behalf and consequently may not be successful in creating a profitable business model. This will result in some of our customers discontinuing their Internet or web-based business operations and discontinuing use of our services and solutions. Further, any deterioration and related uncertainty in the global financial markets and economy such as that caused by the COVID-19 pandemic, could result in, among other things, reductions in available capital and liquidity from banks and other providers of credit, fluctuations in equity and currency values worldwide, and concerns that portions of the worldwide economy may be in a prolonged recessionary period. In addition, to the extent the COVID-19 pandemic adversely affects the global financial markets and economy, it may also have the effect of heightening many of the other risks described in this ''Risk Factors'' section, such as those relating to our need to raise additional capital to support our operations and to service our indebtedness, and our ability to comply with the covenants contained in the agreements that govern our indebtedness. Any one or more of these occurrences could materially adversely impact our customers' access to capital or willingness to spend capital on our services or, in some cases, ultimately cause the customer to file for protection from creditors under applicable insolvency or bankruptcy laws or simply go out of business. This uncertainty may also impact our customers' levels of cash liquidity, which could affect their ability or willingness to timely pay for services that they will order or have already ordered from us. From time to time we discontinue service to customers for non-payment of services. We expect further customers may discontinue operations or not be willing or able to pay for services that they have ordered from us. Further loss of customers may adversely affect our financial results.

The effects of the recent COVID-19 pandemic have materially affected how we and our customers are operating our businesses, and the duration and extent to which this will impact our future results of operations and overall financial performance remains uncertain.

In March 2020, the World Health Organization declared COVID-19 a global pandemic. This pandemic, which has continued to spread, and the related adverse public health developments, including orders to shelter-in-place, travel restrictions, and mandated business closures, have adversely affected work forces, organizations, governments, customers, economies, and financial markets globally, leading to an economic downturn and increased market volatility. It has also disrupted the normal operations of many businesses, including ours. For example, in response to the outbreak of COVID-19, we activated our pandemic response plan and took several precautionary steps early to safeguard our business and our people, including implementing travel bans and restrictions, temporarily closing offices, and canceling participation in various industry events. This outbreak, as well as intensified measures undertaken to contain the spread of COVID-19, could decrease consumer spending, adversely affect demand for our technology and services, cause one or more of our customers and partners to file for bankruptcy protection or go out of business, cause one or more of our customers to fail to renew, terminate, or renegotiate their contracts, affect the ability of our sales team to travel to potential customers, impact expected spending from new customers, and negatively impact collections of accounts receivable, all of which could adversely affect our business, results of operations, and financial condition.

Further, the sales cycle for a new customer of our technology and services could lengthen, resulting in a potentially longer delay between increasing operating expenses and the generation of corresponding revenue, if any. We cannot predict with any certainty whether and to what degree the disruption caused by the COVID-19 pandemic and reactions thereto will continue, and expect to face difficulty accurately predicting our internal financial forecasts. The outbreak also presents challenges as our workforce is currently working remotely and shifting to assisting new and existing customers who are also generally working remotely. It is not possible for us to predict the duration or magnitude of the adverse results of the outbreak and its effects on our business, results of operations, or financial condition at this time.

If we are unable to attract new customers or to retain our existing customers, our revenue could be lower than expected and our operating results may suffer.

To increase our revenue, we must add new customers and sell additional services to existing customers and encourage existing customers to increase their usage levels. If our existing and prospective customers do not perceive our services to be of sufficiently high value and quality, we may not be able to retain our current customers or attract new customers. We sell our services pursuant to service agreements that generally include some form of financial minimum commitment. Our customers have no obligation to renew their contracts for our services after the expiration of their initial commitment, and these service agreements may not be renewed at the same or higher level of service, if at all. Moreover, under some circumstances, some of our customers have the right to cancel their service agreements prior to the expiration of the terms of their agreements. Aside from minimum financial commitments, customers are not obligated to use our services for any particular type or amount of traffic. These facts, in addition to the changing competitive landscape in our market, means that we cannot accurately predict future customer renewal rates or usage rates. Our customers' renewal rates may decline or fluctuate as a result of a number of factors, including:

- their satisfaction or dissatisfaction with our services;
- the quality and reliability of our content delivery network;
- the prices of our services;
- the prices of services offered by our competitors;
- discontinuation by our customers of their Internet or web-based content distribution business;
- mergers and acquisitions affecting our customer base; and
- reductions in our customers' spending levels.

If our customers do not renew their service agreements with us, or if they renew on less favorable terms, our revenue may decline and our business may suffer. Similarly, our customer agreements often provide for minimum commitments that are often significantly below our customers' historical usage levels. Consequently, even if we have agreements with our customers to use our services, these customers could significantly curtail their usage without incurring any penalties under our agreements. In this event, our revenue would be lower than expected and our operating results could suffer.

It also is an important component of our growth strategy to market our services and solutions to particular industries or market segments. As an organization, we may not have significant experience in selling our services into certain of these markets. Our ability to successfully sell our services into these markets to a meaningful extent remains unproven. If we are unsuccessful in such efforts, our business, financial condition and results of operations could suffer.

Rapid increase in the use of mobile and alternative devices to access the Internet present significant development and deployment challenges.

The number of people who access the Internet through devices other than PCs, including mobile devices, game consoles and television set-top devices, has increased dramatically in the past few years. The capabilities of these devices are advancing dramatically and the increasing need to provide a high-quality video experience will present us and other providers with significant challenges. If we are unable to deliver our service offerings to a substantial number of alternative device users and at a high quality, or if we are slow to develop services and technologies that are more compatible with these devices, we may fail to capture a significant share of an increasingly important portion of the market. Such a failure could limit our ability to compete effectively in an industry that is rapidly growing and changing, which, in turn, could cause our business, financial condition and results of operations to suffer.

We need to defend our intellectual property and processes against patent or copyright infringement claims, which may cause us to incur substantial costs and threaten our ability to do business.

Companies, organizations or individuals, including our competitors and non-practicing entities, may hold or obtain patents or other proprietary rights that would prevent, limit or interfere with our ability to make, use or sell our services or develop new services, which could make it more difficult for us to operate our business. From time to time, we may receive inquiries from holders of patents inquiring whether we infringe their proprietary rights. Companies holding Internet-related patents or other intellectual property rights are increasingly bringing suits alleging infringement of such rights or otherwise asserting their rights and seeking licenses. Any litigation or claims, whether or not valid, could result in substantial costs and diversion of resources from the defense of such claims. In addition, many of our agreements with customers require us to defend and indemnify those customers for third-party intellectual property infringement claims against them, which could result in significant additional costs and diversion of resources. If we are determined to have infringed upon a third party's intellectual property rights, we may also be required to do one or more of the following:

- cease selling, incorporating or using products or services that incorporate the challenged intellectual property;
- pay substantial damages;
- obtain a license from the holder of the infringed intellectual property right, which license may or may not be available on reasonable terms or at all; or
- redesign products or services.

If we are forced to litigate any claims or to take any of these other actions, our business may be seriously harmed.

Our business may be adversely affected if we are unable to protect our intellectual property rights from unauthorized use or infringement by third parties.

We rely on a combination of patent, copyright, trademark and trade secret laws and restrictions on disclosure to protect our intellectual property rights. We have applied for patent protection in the United States and a number of foreign countries. These legal protections afford only limited protection and laws in foreign jurisdictions may not protect our proprietary rights as fully as in the United States. Monitoring infringement of our intellectual property rights is difficult, and we cannot be certain that the steps we have taken will prevent unauthorized use of our intellectual property rights. Developments and changes in patent law, such as changes in interpretations of the joint infringement standard, could restrict how we enforce certain patents we hold. We also cannot be certain that any pending or future patent applications will be granted, that any future patent will not be challenged, invalidated or circumvented, or that rights granted under any patent that may be issued will provide competitive advantages to us.

Our results of operations may fluctuate in the future. As a result, we may fail to meet or exceed the expectations of securities analysts or investors, which could cause our stock price to decline.

Our results of operations may fluctuate as a result of a variety of factors, many of which are outside of our control. If our results of operations fall below the expectations of securities analysts or investors, the price of our common stock could decline substantially. In addition to the effects of other risks discussed in this section, fluctuations in our results of operations may be due to a number of factors, including, among others:

- our ability to increase sales to existing customers and attract new customers to our content delivery and other services;
- the addition or loss of large customers, or significant variation in their use of our content delivery and other services;
- costs associated with current or future intellectual property lawsuits and other lawsuits;
- service outages or third party security breaches to our platform or to one or more of our customers' platforms;
- the amount and timing of operating costs and capital expenditures related to the maintenance and expansion of our business, operations and infrastructure and the adequacy of available funds to meet those requirements;
- the timing and success of new product and service introductions by us or our competitors;
- the occurrence of significant events in a particular period that result in an increase in the use of our content delivery and other services, such as a major media event or a customer's online release of a new or updated video game or operating system;
- changes in our pricing policies or those of our competitors;
- the timing of recognizing revenue;
- limitations of the capacity of our global network and related systems;
- the timing of costs related to the development or acquisition of technologies, services or businesses;
- the potential write-down or write-off of intangible or other long-lived assets;
- general economic, industry and market conditions (such as fluctuations experienced in the stock and credit markets during times of deteriorated global economic conditions or during an outbreak of an epidemic or pandemic, such as the recent COVID-19 outbreak) and those conditions specific to Internet usage;

- limitations on usage imposed by our customers in order to limit their online expenses; and
- war, threat of war or terrorist actions, including cyber terrorism targeted at us, our customers, or both, and inadequate cybersecurity.

We believe that our revenue and results of operations may vary significantly in the future and that period-to-period comparisons of our operating results may not be meaningful. You should not rely on the results of one period as an indication of future performance.

We generate our revenue primarily from the sale of content delivery services, and the failure of the market for these services to expand as we expect or the reduction in spending on those services by our current or potential customers would seriously harm our business.

While we offer our customers a number of services and solutions, we generate the majority of our revenue from charging our customers for the content delivered on their behalf through our global network. We are subject to an elevated risk of reduced demand for these services. Furthermore, if the market for delivery of rich media content in particular does not continue to grow as we expect or grows more slowly, then we may fail to achieve a return on the significant investment we are making to prepare for this growth. Our success, therefore, depends on the continued and increasing reliance on the Internet for delivery of media content and our ability to cost-effectively deliver these services. Many different factors may have a general tendency to limit or reduce the number of users relying on the Internet for media content, the amount of content consumed by our customers' users, or the number of providers making this content available on-line, including, among others:

- a general decline in Internet usage;
- third party restrictions on on-line content (including copyright restrictions, digital rights management and restrictions in certain geographic regions);
- system impairments or outages, including those caused by hacking or cyberattacks; and
- a significant increase in the quality or fidelity of off-line media content beyond that available online to the point where users prefer the off-line experience.

The influence of any of these or other factors may cause our current or potential customers to reduce their spending on content delivery services, which would seriously harm our operating results and financial condition.

We could incur charges due to impairment of goodwill and long-lived assets.

As of September 30, 2020, we had a goodwill balance of approximately $77,126, which is subject to periodic testing for impairment. Our long-lived assets also are subject to periodic testing for impairment. A significant amount of judgment is involved in the periodic testing. Failure to achieve sufficient levels of cash flow could result in impairment charges for goodwill or fixed asset impairment for long-lived assets, which could have a material adverse effect on our reported results of operations. Our goodwill impairment analysis also includes a comparison of the aggregate estimated fair value of our reporting unit to our total market capitalization. If our stock trades below our book value, a significant and sustained decline in our stock price and market capitalization could result in goodwill impairment charges. During times of financial market volatility, significant judgment will be used to determine the underlying cause of the decline and whether stock price declines are short-term in nature or indicative of an event or change in circumstances. Impairment charges, if any, resulting from the periodic testing are non-cash.

Our operations are dependent in part upon communications capacity provided by third party telecommunications providers. A material disruption of the communications capacity could harm our results of operations, reputation and customer relations.

We enter into arrangements for private line capacity for our backbone from third party providers. Our contracts for private line capacity generally have terms of three to four years. The communications capacity may become unavailable for a variety of reasons, such as physical interruption, technical difficulties, contractual disputes, or the financial health of our third party providers. Also, industry consolidation among communications providers could result in fewer viable market alternatives, which could have an impact on our costs of providing services. Alternative providers are currently available; however, it could be time consuming and expensive to promptly identify and obtain alternative third party connectivity. Additionally, as we grow, we anticipate requiring greater private line capacity than we currently have in place. If we are unable to obtain such capacity from third party providers on terms commercially acceptable to us or at all, our business and financial results would suffer. Similarly, if we are unable to timely deploy enough network capacity to meet the needs of our customer base or effectively manage the demand for our services, our reputation and relationships with our customers would be harmed, which, in turn, could harm or business, financial condition and results of operations.

We face risks associated with international operations that could harm our business.

We have operations in numerous foreign countries and may continue to expand our sales and support organizations internationally. As part of our business strategy, we intend to expand our international network infrastructure. Expansion could require us to make significant expenditures, including the hiring of local employees or resources, in advance of generating any revenue. As a consequence, we may fail to achieve profitable operations that will compensate our investment in international locations. We are subject to a number of risks associated with international business activities that may increase our costs, lengthen our sales cycle and require significant management attention. These risks include, but are not limited to:

- increased expenses associated with sales and marketing, deploying services and maintaining our infrastructure in foreign countries;
- competition from local content delivery service providers, many of which are very well positioned within their local markets;
- challenges caused by distance, language, and cultural differences;
- unexpected changes in regulatory requirements preventing or limiting us from operating our global network or resulting in unanticipated costs and delays;
- interpretations of laws or regulations that would subject us to regulatory supervision or, in the alternative, require us to exit a country, which could have a negative impact on the quality of our services or our results of operations;
- longer accounts receivable payment cycles and difficulties in collecting accounts receivable;
- corporate and personal liability for violations of local laws and regulations;
- currency exchange rate fluctuations and repatriation of funds;
- potentially adverse tax consequences;
- credit risk and higher levels of payment fraud; and
- foreign exchange controls that might prevent us from repatriating cash earned in countries outside the United States.

International operations are subject to significant additional risks not generally faced in our domestic operations, including, but not limited to, risks relating to legal systems that may not adequately protect contract and intellectual property rights, policies and taxation, the physical infrastructure of the country, as well as risks relating to potential political turmoil and currency exchange controls. There can be no assurance that these international risks will not materially adversely affect our business. Should there be significant productivity losses, or if we become unable to conduct operations in international locations in the future, and our contingency plans are unsuccessful in addressing the related risks, our business could be adversely affected.

Our business depends on continued and unimpeded access to third party controlled end-user access networks.

Our content delivery services depend on our ability to access certain end-user access networks in order to complete the delivery of rich media and other on-line content to end-users. Some operators of these networks may take measures that could degrade, disrupt or increase the cost of our or our customers' access to certain of these end-user access networks. Such measures may include restricting or prohibiting the use of their networks to support or facilitate our services, or charging increased fees to us, our customers or end-users in connection with our services. In 2015, the U.S. Federal Communications Commission (FCC) released network neutrality and open Internet rules that reclassified broadband Internet access services as a telecommunications service subject to some elements of common carrier regulation. Among other things, the FCC order prohibited blocking or discriminating against lawful services and applications and prohibited "paid prioritization," or providing faster speeds or other benefits in return for compensation. In 2017, the FCC overturned these rules. As a result, we or our customers could experience increased cost or slower data on these third-party networks. If we or our customers experience increased cost in delivering content to end users, or otherwise, or if end users perceive a degradation of quality, our business and that of our customers may be significantly harmed. This or other types of interference could result in a loss of existing customers, increased costs and impairment of our ability to attract new customers, thereby harming our revenue and growth.

In addition, the performance of our infrastructure depends in part on the direct connection of our global network to a large number of end-user access networks, known as peering, which we achieve through mutually beneficial cooperation with these networks. In some instances, network operators charge us for the peering connections. If, in the future, a significant percentage of these network operators elected to no longer peer with our network or peer with our network on less favorable economic terms, then the performance of our infrastructure could be diminished, our costs could increase and our business could suffer.

If our ability to deliver media files in popular proprietary content formats was restricted or became cost-prohibitive, demand for our content delivery services could decline, we could lose customers and our financial results could suffer.

Our business depends on our ability to deliver media content in all major formats. If our legal right or technical ability to store and deliver content in one or more popular proprietary content formats, such as HTTP Live Streaming was limited, our ability to serve our customers in these formats would be impaired and the demand for our content delivery and other services would decline by customers using these formats. Owners of propriety content formats may be able to block, restrict or impose fees or other costs on our use of such formats, which could lead to additional expenses for us and for our customers, or which could prevent our delivery of this type of content altogether. Such interference could result in a loss of existing customers, increased costs and impairment of our ability to attract new customers, which would harm our revenue, operating results and growth.

We use certain “open-source” software, the use of which could result in our having to distribute our proprietary software, including our source code, to third parties on unfavorable terms, which could materially affect our business.

Certain of our service offerings use software that is subject to open-source licenses. Open-source code is software that is freely accessible, usable and modifiable. Certain open-source code is governed by license agreements, the terms of which could require users of such open-source code to make any derivative works of such open-source code available to others on unfavorable terms or at no cost. Because we use open-source code, we may be required to take remedial action to protect our proprietary software. Such action could include replacing certain source code used in our software, discontinuing certain of our products or features or taking other actions that could divert resources away from our development efforts.

In addition, the terms relating to disclosure of derivative works in many open-source licenses are unclear. We periodically review our compliance with the open-source licenses we use and do not believe we will be required to make our proprietary software freely available. Nevertheless, if a court interprets one or more such open-source licenses in a manner that is unfavorable to us, we could be required to make some components of our software available at no cost, which could materially and adversely affect our business and financial condition.

If we are unable to retain our key employees and hire qualified sales and technical personnel, our ability to compete could be harmed.

Our future success depends upon the continued services of our executive officers and other key technology, sales, marketing and support personnel who have critical industry experience and relationships that they rely on in implementing our business plan. There is increasing competition for talented individuals with the specialized knowledge to deliver our services and this competition affects both our ability to retain key employees and hire new ones. Historically, we have experienced a significant amount of employee turnover, especially with respect to our sales personnel. As a result, a significant number of our sales personnel are relatively new and may need time to become fully productive. The loss of the services of any of our key employees could disrupt our operations, delay the development and introduction of our services, and negatively impact our ability to sell our services.

We are subject to the effects of fluctuations in foreign exchange rates, which could affect our operating results.

The financial condition and results of operations of our operating foreign subsidiaries are reported in the relevant local currency and are then translated into U.S. dollars at the applicable currency exchange rate for inclusion in our consolidated U.S. dollar financial statements. Also, although a large portion of our customer and vendor agreements are denominated in U.S. dollars, we may be exposed to fluctuations in foreign exchange rates with respect to customer agreements with certain of our international customers. Exchange rates between these currencies and U.S. dollars in recent years have fluctuated significantly and may do so in the future. In addition to currency translation risk, we incur currency transaction risk whenever one of our operating subsidiaries enters into a transaction using a different currency than the relevant local currency. Given the volatility of exchange rates, we may be unable to manage our currency transaction risks effectively. Currency fluctuations could have a material adverse effect on our future international sales and, consequently, on our financial condition and results of operations.

As part of our business strategy, we may acquire businesses or technologies and may have difficulty integrating these operations.

We have completed a number of business acquisitions and may seek to acquire businesses or technologies that are complementary to our business in the future. Acquisitions are often complex and involve a number of risks to our business, including, among others;

- the difficulty of integrating the operations, services, solutions and personnel of the acquired companies;
- the potential disruption of our ongoing business;
- the potential distraction of management;
- the possibility that our business culture and the business culture of the acquired companies will not be compatible;
- the difficulty of incorporating or integrating acquired technology and rights with or into our other services and solutions;
- expenses related to the acquisition and to the integration of the acquired companies;

- the impairment of relationships with employees and customers as a result of any integration of new personnel;
- employee turnover from the acquired companies or from our current operations as we integrate businesses;
- risks related to the businesses of acquired companies that may continue to impact the businesses following the merger; and
- potential unknown liabilities associated with acquired companies.

Any inability to integrate services, solutions, operations or personnel in an efficient and timely manner could harm our results of operations.

If we are not successful in completing acquisitions that we may pursue in the future, we may be required to reevaluate our business strategy, and we may incur substantial expenses and devote significant management time and resources without a productive result. In addition, future acquisitions will require the use of our available cash or dilutive issuances of securities. Future acquisitions or attempted acquisitions could also harm our ability to achieve profitability.

Internet-related and other laws relating to taxation issues, privacy, data security, and consumer protection and liability for content distributed over our network could harm our business.

Laws and regulations that apply to communications and commerce conducted over the Internet are becoming more prevalent, both in the United States and internationally, and may impose additional burdens on companies conducting business on-line or providing Internet-related services such as ours. Increased regulation could negatively affect our business directly, as well as the businesses of our customers, which could reduce their demand for our services. For example, tax authorities abroad may impose taxes on the Internet-related revenue we generate based on where our internationally deployed servers are located. In addition, domestic and international taxation laws are subject to change. Our services, or the businesses of our customers, may become subject to increased taxation, which could harm our financial results either directly or by forcing our customers to scale back their operations and use of our services in order to maintain their operations. Also, the Communications Act of 1934, as amended by the Telecommunications Act of 1996 (the Act), and the regulations promulgated by the FCC under Title II of the Act, may impose obligations on the Internet and those participants involved in Internet-related businesses. In addition, the laws relating to the liability of private network operators for information carried on, processed by or disseminated through their networks are unsettled, both in the United States and abroad. Network operators have been sued in the past, sometimes successfully, based on the content of material disseminated through their networks. We may become subject to legal claims such as defamation, invasion of privacy and copyright infringement in connection with content stored on or distributed through our network. In addition, our reputation could suffer as a result of our perceived association with the type of content that some of our customers deliver. If we need to take costly measures to reduce our exposure to the risks posed by laws and regulations that apply to communications and commerce conducted over the Internet, or are required to defend ourselves against related claims, our financial results could be negatively affected.

Several other federal laws also could expose us to liability and impose significant additional costs on us. For example, the Digital Millennium Copyright Act has provisions that limit, but do not eliminate, our liability for the delivery of customer content that infringe copyrights or other rights, so long as we comply with certain statutory requirements. In addition, the Children’s On-line Privacy Protection Act restricts the ability of on-line services to collect information from minors and the Protection of Children from Sexual Predators Act of 1998 requires on-line service providers to report evidence of violations of federal child pornography laws under certain circumstances. Also, there are emerging regulation and industry standards regarding the collection and use of personal information and protecting the security of data on networks. Compliance with these laws, regulations and standards is complex and any failure on our part to comply with these regulations may subject us to additional liabilities.

Privacy concerns could lead to regulatory and other limitations on our business, including our ability to use “cookies” and video player “cookies” that are crucial to our ability to provide services to our customers.

Our ability to compile data for customers depends on the use of “cookies” and video player “cookies” to identify certain on-line behavior that allows our customers to measure a website or video’s effectiveness. A cookie is a small file of information stored on a user’s computer that allows us to recognize that user’s browser or video player when the user makes a request for a web page or to play a video. Government authorities inside the United States concerned with the privacy of Internet users have suggested the enactment of legislation that would regulate cookies and/or require certain disclosures regarding cookies. Bills aimed at regulating the collection, use and/or storage of personal data from Internet users are currently pending in United States Congress and many state legislatures. Attempts at such regulation may be drafted in such a way as to limit or otherwise regulate the collection of certain technology like cookies, thereby creating restrictions that could reduce our ability to use them. For example, the California Consumer Privacy Act (CCPA) became effective in January 2020. The CCPA, among other things, contains new disclosure obligations for businesses that collect personal information about California residents and affords those individuals new rights relating to their personal information that may affect our ability to use personal information or share it with our business partners. The CCPA also provides for significant statutory fines and creates a private right of action for certain data breaches. Regulations from the California Attorney General have not been finalized, and additional amendments to the CCPA or other California privacy laws may be introduced in 2020. In addition, the Federal Trade Commission and the Department of Commerce have conducted hearings regarding user profiling, the collection of non-personally identifiable information, and on-line privacy.

Our foreign operations may also be adversely affected by regulatory action outside the United States. These regulations, which can be enforced by private parties or governmental entities, are constantly evolving and can be subject to significant change. For example, the European Union has enacted an electronic communications directive that imposes certain restrictions on the use of cookies, requires certain disclosures with respect to cookie usages and also places restrictions on the sending of unsolicited communications. Each European Union member country was required to enact legislation to comply with the provisions of the electronic communications directive. Germany has also enacted additional laws limiting the use of user profiling, and other countries, both in and out of the European Union, may impose similar limitations.

Internet users may directly limit or eliminate the placement of cookies on their computers by using third-party software that blocks cookies, or by disabling or restricting the cookie functions of their Internet browser software and in their video player software. Internet browser software upgrades also may result in limitations on the use of cookies. Technologies like the Platform for Privacy Preferences Project may limit collection of cookies. Plaintiffs' attorneys also have organized class action suits against companies related to the use of cookies and several companies, including companies in the Internet advertising industry, have had claims brought against them before the Federal Trade Commission regarding the collection and use of Internet user information. We may be subject to such suits in the future, which could limit or eliminate our ability to collect such information. If our ability to use cookies were substantially restricted due to the foregoing, or for any other reason, we would have to generate and use other technology or methods that allow the gathering of user data in order to provide services to customers. This change in technology or methods could require significant re-engineering time and resources, and may not be complete in time to avoid negative consequences to our business. In addition, alternative technology or methods might not be available on commercially reasonable terms, if at all. If the use of cookies is prohibited and we are not able to efficiently and cost effectively create new technology, our business, financial condition and results of operations would be materially adversely affected. In addition, any compromise of security that results in the release of Internet users' and/or our customers' data could seriously limit the adoption of our service offerings as well as harm our reputation and brand, expose us to liability and subject us to reporting obligations under various state laws, which could have an adverse effect on our business. The risk that these types of events could seriously harm our business is likely to increase as the amount of data stored for customers on our servers and the number of countries where we operate has been increasing, and we may need to expend significant resources to protect against security breaches, which could have an adverse effect on our business, financial condition or results of operations.

In addition, global privacy laws affect our business, including the EU's General Data Protection Regulation, (GDPR) and Brazil's Lei Geral de Protecao de Dados Pessoais (LGPD). GDPR specifically imposes more stringent EU data protection requirements, and provides for greater penalties for noncompliance. Furthermore, court decisions have resulted in continued evolution in how U.S. companies must comply with the law. In October 2015, the European Court of Justice invalidated the U.S.-EU Safe Harbor framework that had been in place since 2000, which allowed companies to meet certain European legal requirements for the transfer of personal data from the European Economic Area to the United States. Following the invalidation of the Safe Harbor framework, the U.S. and EU authorities reached a political agreement regarding a means for legitimizing personal data transfers from the European Economic Area to the United States, the EU-U.S. Privacy Shield. However, in June 2020, the EU-U.S. Privacy Shield met the same fate of the Safe Harbor framework when the European Court of Justice invalided the EU-U.S. Privacy Shield. As a result, thousands of companies who had been partially or fully reliant upon Privacy Shield to transfer personal data of EU citizens to the United States had to promptly find other viable methods. We expect that we will continue to face uncertainty as to whether our evolving efforts to comply with our obligations under European privacy laws will be sufficient. If we are investigated by a European data protection authority, we may face fines and other penalties. Any such investigation or charges by European data protection authorities could have a negative effect on our existing business and on our ability to attract and retain new customers. As of August 2020, the LGPD imposes requirements similar to GDPR on products and services offered to users in Brazil. These laws and regulations can be costly to comply with, could expose us to significant penalties for non-compliance, can delay or impede the development or adoption of our products and services, reduce the overall demand for our services, result in negative publicity, increase our operating costs, require significant management time and attention, slow the pace at which we close (or prevent us from closing) sales transactions, and subject us to claims or other remedies, including fines or demands that we modify or cease existing business practices.

Our business requires the continued development of effective business support systems to support our customer growth and related services.

The growth of our business depends on our ability to continue to develop effective business support systems. This is a complicated undertaking requiring significant resources and expertise. Business support systems are needed for:

- implementing customer orders for services;
- delivering these services; and
- timely and accurate billing for these services.

Because our business plan provides for continued growth in the number of customers that we serve and services offered, there is a need to continue to develop our business support systems on a schedule sufficient to meet proposed service roll-out dates. The failure to continue to develop effective business support systems could harm our ability to implement our business plans and meet our financial goals and objectives.

We have incurred, and will continue to incur, significant costs as a result of operating as a public company, and our management is required to devote substantial time to compliance initiatives.

As a public company, we have incurred, and will continue to incur, significant expenses, including accounting, legal and other professional fees, insurance premiums, investor relations costs, and costs associated with compensating our independent directors. In addition, rules implemented by the SEC and the Nasdaq Global Select Market impose additional requirements on public companies, including requiring changes in corporate governance practices. For example, the listing requirements of the Nasdaq Global Select Market require that we satisfy certain corporate governance requirements relating to independent directors, audit committees, distribution of annual and interim reports, stockholder meetings, stockholder approvals, solicitation of proxies, conflicts of interest, stockholder voting rights and codes of conduct. Our management and other personnel need to devote a substantial amount of time to these compliance initiatives. Moreover, these rules and regulations increase our legal and financial compliance costs and make some activities more time-consuming and costly. For example, these rules and regulations make it more difficult and more expensive for us to obtain director and officer liability insurance.

If the accounting estimates we make, and the assumptions on which we rely, in preparing our financial statements prove inaccurate, our actual results may be adversely affected.

Our financial statements have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments about, among other things, taxes, revenue recognition, share-based compensation costs, contingent obligations and doubtful accounts. These estimates and judgments affect the reported amounts of our assets, liabilities, revenue and expenses, the amounts of charges accrued by us, and related disclosure of contingent assets and liabilities. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances and at the time they are made. If our estimates or the assumptions underlying them are not correct, we may need to accrue additional charges or reduce the value of assets that could adversely affect our results of operations, investors may lose confidence in our ability to manage our business and our stock price could decline.

If we fail to maintain proper and effective internal controls or fail to implement our controls and procedures with respect to acquired or merged operations, our ability to produce accurate financial statements could be impaired, which could adversely affect our operating results, our ability to operate our business and investors' views of us.

We must ensure that we have adequate internal financial and accounting controls and procedures in place so that we can produce accurate financial statements on a timely basis. We are required to spend considerable effort on establishing and maintaining our internal controls, which is costly and time-consuming and needs to be re-evaluated frequently.

We have operated as a public company since June 2007, and we will continue to incur significant legal, accounting, and other expenses as we comply with the Sarbanes-Oxley Act of 2002, as well as new rules implemented from time to time by the SEC and the Nasdaq Global Select Market. These rules impose various requirements on public companies, including requiring changes in corporate governance practices, increased reporting of compensation arrangements and other requirements. Our management and other personnel will continue to devote a substantial amount of time to these compliance initiatives. Moreover, new rules and regulations will likely increase our legal and financial compliance costs and make some activities more time-consuming and costly. These rules and regulations could also make it more difficult for us to attract and retain qualified persons to serve on our board of directors, our board committees or as executive officers.

Section 404 of the Sarbanes-Oxley Act of 2002 requires that we include in our annual report our assessment of the effectiveness of our internal control over financial reporting and our audited financial statements as of the end of each fiscal year. Furthermore, our independent registered public accounting firm, Ernst & Young LLP (EY), is required to report on whether it believes we maintained, in all material respects, effective internal control over financial reporting as of the end of the year. Our continued compliance with Section 404 will require that we incur substantial expense and expend significant management time on compliance related issues, including our efforts in implementing controls and procedures related to acquired or merged operations. We currently do not have an internal audit group and use an international accounting firm to assist us with our assessment of the effectiveness of our internal controls over financial reporting. In future years, if we fail to timely complete this assessment, or if EY cannot timely attest, there may be a loss of public confidence in our internal controls, the market price of our stock could decline, and we could be subject to regulatory sanctions or investigations by the Nasdaq Global Select Market, the SEC or other regulatory authorities, which would require additional financial and management resources. In addition, any failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm our operating results or cause us to fail to timely meet our regulatory reporting obligations.

Changes in financial accounting standards or practices may cause adverse, unexpected financial reporting fluctuations and affect our reported results of operations.

A change in accounting standards or practices can have a significant effect on our operating results and may affect our reporting of transactions completed before the change is effective. New accounting pronouncements and varying interpretations of existing accounting pronouncements have occurred and may occur in the future. Changes to existing rules or the questioning of current practices may adversely affect our reported financial results or the way we conduct our business.

Divestiture of our businesses or product lines, including those that we have acquired or will acquire, may materially adversely affect our financial condition, results of operations or cash flows, or may result in impairment charges that may adversely affect our results of operations.

Divestitures involve risks, including difficulties in the separation of operations, services, products and personnel, the diversion of management's attention from other business concerns, the disruption of our business, the potential loss of key employees and the retention of uncertain contingent liabilities related to the divested business, any of which could result in a material adverse effect to our financial condition, results of operations or cash flows. Divestitures of previously acquired businesses may result in significant asset impairment charges, including those related to goodwill and other intangible assets, which could have a material adverse effect on our financial condition and results of operations. Future impairment may result from, among other things, deterioration in the performance of the acquired business or product line, adverse market conditions and changes in the competitive landscape, adverse changes in applicable laws or regulations, including changes that restrict the activities of the acquired business or product line, changes in accounting rules and regulations, and a variety of other circumstances. The amount of any impairment is recorded as a charge in the statements of operations. We may never realize the full value of our goodwill and intangible assets, and any determination requiring the write-off of a significant portion of these assets may have an adverse effect on our financial condition and results of operations. We cannot assure you that we will be successful in managing these or any other significant risks that we encounter in divesting a business or product line.

Risks Related to Ownership of Our Common Stock

The trading price of our common stock has been, and is likely to continue to be, volatile.

The trading prices of our common stock and the securities of technology companies generally have been highly volatile. Factors affecting the trading price of our common stock will include:

- variations in our operating results;
- announcements of technological innovations, new services or service enhancements, strategic alliances or significant agreements by us or by our competitors;
- commencement or resolution of, our involvement in and uncertainties arising from litigation;
- recruitment or departure of key personnel;
- changes in the estimates of our operating results or changes in recommendations by any securities analysts that elect to follow our common stock;
- if we or our stockholders sell substantial amounts of our common stock (including shares issued upon the exercise of options and warrants);
- developments or disputes concerning our intellectual property or other proprietary rights;
- the gain or loss of significant customers;
- market conditions in our industry, the industries of our customers and the economy as a whole, including the economic impact of the COVID-19 pandemic; and
- adoption or modification of regulations, policies, procedures or programs applicable to our business.

In addition, if the market for technology stocks or the stock market in general experiences loss of investor confidence, the trading price of our common stock could decline for reasons unrelated to our business, operating results or financial condition. The trading price of our common stock might also decline in reaction to events or speculation of events that affect other companies in our industry even if these events do not directly affect us.

If securities or industry analysts do not publish research or reports about our business or if they issue an adverse or misleading opinion or report, our stock, our stock price and trading volume could decline.

The trading market for our common stock will be influenced by the research and reports that industry or securities analysts publish about us or our business. If any of the analysts who cover us issue an adverse or misleading opinion regarding our stock, our stock price would likely decline. If one or more of these analysts cease coverage of our company or fail to publish reports on us regularly, we could lose visibility in the financial markets, which in turn could cause our stock price or trading volume to decline.

Future equity issuances or a sale of a substantial number of shares of our common stock may cause the price of our common stock to decline.

Because we may need to raise additional capital in the future to continue to expand our business and our research and development activities, among other things, we may conduct additional equity offerings. If we or our stockholders sell substantial amounts of our common stock (including shares issued upon the exercise of options and warrants) in the public market, the market price of our common stock could fall. A decline in the market price of our common stock could make it more difficult for us to sell equity or equity-related securities in the future at a time and price that we deem appropriate.

Anti-takeover provisions in our charter documents and Delaware law could discourage, delay or prevent a change in control of our company and may affect the trading price of our common stock.

Provisions of our amended and restated certificate of incorporation and bylaws, as well as provisions of Delaware law, could make it more difficult for a third party to acquire us, even if doing so would benefit our stockholders. These provisions:

- establish that members of the board of directors may be removed only for cause upon the affirmative vote of stockholders owning a majority of our capital stock;
- authorize the issuance of “blank check” preferred stock that could be issued by our board of directors to increase the number of outstanding shares and thwart a takeover attempt;
- limit who may call special meetings of stockholders;
- prohibit stockholder action by written consent, thereby requiring stockholder actions to be taken at a meeting of the stockholders;
- establish advance notice requirements for nominations for election to the board of directors or for proposing matters that can be acted upon at stockholder meetings;
- provide for a board of directors with staggered terms; and
- provide that the authorized number of directors may be changed only by a resolution of our board of directors.

In addition, Section 203 of the Delaware General Corporation Law, which imposes certain restrictions relating to transactions with major stockholders, may discourage, delay or prevent a third party from acquiring us.

Risks Related to Our Outstanding Convertible Notes

Servicing our debt may require a significant amount of cash. We may not have sufficient cash flow from our business to pay our indebtedness.

In July 2020, we issued $125,000 aggregate principal amount of 3.50% Convertible Senior Notes due 2025 (the Notes) in a private offering**.** Our ability to make scheduled payments of the principal of, to pay interest on or to refinance our indebtedness, including the Notes, depends on our future performance, which is subject to economic, financial, competitive, and other factors beyond our control. Our business may not generate cash flow from operations in the future sufficient to service our debt and make necessary capital expenditures. If we are unable to generate such cash flow, we may be required to adopt one or more alternatives, such as selling assets, restructuring debt or obtaining additional debt financing or equity capital on terms that may be onerous or highly dilutive. Our ability to refinance any future indebtedness will depend on the capital markets and our financial condition at such time. We may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on our debt obligations. In addition, any of our future debt agreements may contain restrictive covenants that may prohibit us from adopting any of these alternatives. Our failure to comply with these covenants could result in an event of default which, if not cured or waived, could result in the acceleration of our debt.

Our indebtedness and liabilities could limit the cash flow available for our operations, expose us to risks that could adversely affect our business, financial condition and results of operations and impair our ability to satisfy our obligations under the Notes.

We incurred $125,000 principal amount of additional indebtedness in connection with the Notes. We may also incur additional indebtedness to meet future financing needs, including under our credit facility with SVB. Our indebtedness could have significant negative consequences for our security holders and our business, results of operations, and financial condition by, among other things:

- increasing our vulnerability to adverse economic and industry conditions;
- limiting our ability to obtain additional financing;
- requiring the dedication of a substantial portion of our cash flow from operations to service our indebtedness, which will reduce the amount of cash available for other purposes;
- limiting our flexibility to plan for, or react to, changes in our business;
- diluting the interests of our existing stockholders as a result of issuing shares of our common stock upon conversion of the Notes; and
- placing us at a possible competitive disadvantage with competitors that are less leveraged than us or have better access to capital.

Our business may not generate sufficient funds, and we may otherwise be unable to maintain sufficient cash reserves, to pay amounts due under our indebtedness, including the Notes, and our cash needs may increase in the future. In addition, the Credit Agreement governing our credit facility contains, and any future indebtedness that we may incur may contain, financial and other restrictive covenants that limit our ability to operate our business, raise capital or make payments under our other indebtedness. If we fail to comply with these covenants or to make payments under our indebtedness when due, then we would be in default under that indebtedness, which could, in turn, result in that and our other indebtedness becoming immediately payable in full.

We may be unable to raise the funds necessary to repurchase the Notes for cash following a fundamental change, or to pay any cash amounts due upon conversion, and our other indebtedness may limit our ability to repurchase the Notes or pay cash upon their conversion.

Holders of the Notes may require us to repurchase their Notes following a fundamental change at a cash repurchase price generally equal to the principal amount of the Notes to be repurchased, plus accrued and unpaid interest, if any. In addition, upon conversion, we will satisfy part or all of our conversion obligation in cash unless we elect to settle conversions solely in shares of our common stock. We may not have enough available cash or be able to obtain financing at the time we are required to repurchase the Notes or pay the cash amounts due upon conversion. In addition, applicable law, regulatory authorities, and the agreements governing our other indebtedness may restrict our ability to repurchase the Notes or pay the cash amounts due upon conversion. Our failure to repurchase the Notes or to pay the cash amounts due upon conversion when required will constitute a default under the indenture. A default under the Indenture or the fundamental change itself could also lead to a default under agreements governing our other indebtedness, which may result in that other indebtedness becoming immediately payable in full. We may not have sufficient funds to satisfy all amounts due under the other indebtedness and the Notes.

The accounting method for the Notes could adversely affect our reported financial condition and results.

The accounting method for reflecting the Notes on our balance sheet, accruing interest expense for the notes and reflecting the underlying shares of our common stock in our reported diluted earnings per share may adversely affect our reported earnings and financial condition.

We expect that, under applicable accounting principles, the initial liability carrying amount of the Notes will be the fair value of a similar debt instrument that does not have a conversion feature, valued using our cost of capital for straight, non-convertible debt. We expect to reflect the difference between the net proceeds from the offering of the Notes and the initial carrying amount as a debt discount for accounting purposes, which will be amortized into interest expense over the term of the Notes. As a result of this amortization, the interest expense that we expect to recognize for the Notes for accounting purposes will be greater than the cash interest payments we will pay on the Notes, which will result in lower reported income or higher reported loss. The lower reported income or higher reported loss resulting from this accounting treatment could depress the trading price of our common stock and the Notes.

In addition, because we intend to settle conversions by paying the conversion value in cash up to the principal amount being converted and any excess in shares, we expect to be eligible to use the treasury stock method to reflect the shares underlying the Notes in our diluted earnings per share. Under this method, if the conversion value of the Notes exceeds their principal amount for a reporting period, then we will calculate our diluted earnings per share assuming that all the Notes were converted and that we issued shares of our common stock to settle the excess. However, if reflecting the Notes in diluted earnings per share in this manner is anti-dilutive, or if the conversion value of the Notes does not exceed their principal amount for a reporting period, then the shares underlying the Notes will not be reflected in our diluted earnings per share. In addition, if accounting standards change in the future and we are not permitted to use the treasury stock method, then our diluted earnings per share may decline. For example, in July 2019, the Financial Accounting Standards Board published an exposure draft proposing to amend these accounting standards to eliminate the treasury stock method for convertible instruments and instead require application of the “if-converted” method. Under that method, if it is adopted, diluted earnings per share would generally be calculated assuming that all the Notes were converted solely into shares of common stock at the beginning of the reporting period, unless the result would be anti-dilutive. The application of the if-converted method may reduce our reported diluted earnings per share.

Furthermore, if any of the conditions to the convertibility of the Notes is satisfied, then we may be required under applicable accounting standards to reclassify the liability carrying value of the Notes as a current, rather than a long-term, liability. This reclassification could be required even if no note holders convert their Notes and could materially reduce our reported working capital.

Transactions relating to our Notes may affect the value of our common stock.

In connection with the pricing of the Notes, we entered into capped call transactions (collectively, the Capped Calls) with one of the initial purchasers of the Notes and other financial institutions (collectively, the Option Counterparties). The Capped Calls cover, subject to customary adjustments, the number of shares of common stock initially underlying the Notes. The Capped Calls are expected generally to reduce the potential dilution of our common stock upon conversion of the Notes or at our election (subject to certain conditions) offset any cash payments we are required to make in excess of the aggregate principal amount of converted Notes, as the case may be, with such reduction or offset subject to a cap.

In addition, the Option Counterparties or their respective affiliates may modify their hedge positions by entering into or unwinding various derivatives with respect to our common stock and/or purchasing or selling our common stock or other securities of ours in secondary market transactions following the pricing of the Notes and from time to time prior to the maturity of the Notes (and are likely to do so on each exercise date of the Capped Calls, which are expected to occur during the 40 trading day period beginning on the 41st scheduled trading day prior to the maturity date of the Notes, or following any termination of any portion of the Capped Calls in connection with any repurchase, redemption, or conversion of the Notes if we make the relevant election under the Capped Calls). This activity could also cause or avoid an increase or a decrease in the market price of our common stock.

We are subject to counterparty risk with respect to the Capped Calls.

The Option Counterparties are financial institutions, and we will be subject to the risk that any or all of them might default under the Capped Calls. Our exposure to the credit risk of the Option Counterparties will not be secured by any collateral. Past global economic conditions have resulted in the actual or perceived failure or financial difficulties of many financial institutions. If an option counterparty becomes subject to insolvency proceedings, we will become an unsecured creditor in those proceedings with a claim equal to our exposure at that time under the Capped Calls with such option counterparty. Our exposure will depend on many factors but, generally, an increase in our exposure will be correlated to an increase in the market price subject to the cap and in the volatility of our common stock. In addition, upon a default by an option counterparty, we may suffer more dilution than we currently anticipate with respect to our common stock. We can provide no assurances as to the financial stability or viability of the Option Counterparties.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Not applicable.

Item 3. Defaults upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

		Incorporated by Reference				
Exhibit Number	**Exhibit Description**	**Form**	**File No.**	**Exhibit**	**Filing Date**	**Provided Herewith**
3.1	Amended and Restated Certificate of Incorporation of Limelight Networks, Inc.	8-K	001-33508	3.1	6/14/11	
3.2	Second Amended and Restated Bylaws of Limelight Networks, Inc.	8-K	001-33508	3.2	2/19/13	
4.1	Indenture between Limelight Networks, Inc. and U.S. Bank National Association dated July 27, 2020	8-K	001-33508	4.1	7/27/20	
4.2	Form of 3.50% Convertible Senior Notes due August 1, 2025 (included in Exhibit 4.1).	8-K	001-33508	4.2	7/27/20	
10.1	Sixth Loan Modification Agreement to the Loan and Security Agreement between Limelight Networks, Inc. and Silicon Valley Bank dated July 22, 2020.	8-K	001-33508	10.1	7/23/20	
10.2	Form of Capped Call Transaction Confirmation.	8-K	001-33508	10.1	7/27/20	
10.3	Transition Agreement and Release between the Registrant and Kurt Silverman dated September 3, 2020					X
31.1	Certification of Principal Executive Officer Pursuant to Securities Exchange Act Rule 13a-14(a).					X
31.2	Certification of Principal Financial Officer Pursuant to Securities Exchange Act Rule 13a-14(a).					X
32.1	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350 and Securities Exchange Act Rule 13a-14(b).*					X
32.2	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350 and Securities Exchange Act Rule 13a-14(b).*					X
101.SCH	INLINE XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT					X
101.CAL	INLINE XBRL TAXONOMY EXTENSION CALCULATION LINKBASE DOCUMENT					X
101.DEF	INLINE XBRL TAXONOMY EXTENSION DEFINITION LINKBASE DOCUMENT					X
101.LAB	INLINE XBRL TAXONOMY EXTENSION LABEL LINKBASE DOCUMENT					X
101.PRE	INLINE XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE DOCUMENT					X
104	Cover Page Interactive Data File (formatted as inline XBRL with applicable taxonomy extension information contained in Exhibits 101.)					X

*This certification is not deemed “filed” for purposes of Section 18 of the Securities Exchange Act, or otherwise subject to the liability of that section. Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that Limelight Networks, Inc. specifically incorporates it by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

			LIMELIGHT NETWORKS, INC.
Date:	October 23, 2020	By:	/s/ DANIEL R. BONCEL
			Daniel R. Boncel **Chief Financial Officer** **(Principal Financial Officer and Principal Accounting Officer)**

TRANSITION AGREEMENT
And
EMPLOYMENT AGREEMENT AMENDMENT

This Transition Agreement and Employment Agreement Amendment ("Agreement") is made as of the 3rd day of September, 2020 (the "Effective Date") by and between Kurt Silverman ("Executive") and Limelight Networks, Inc. (the "Company") (collectively referred to as the "Parties" or individually referred to as a "Party").

RECITALS

A. The Company and Executive entered into that certain Employment Agreement dated as of October 1, 2013 (the "Original Agreement") which was subsequently amended as of February 23, 2016 (the "First Amendment"). The term "Employment Agreement" as used herein means the Original Agreement as amended by the First and Amendment. Employee and the Company also entered into an At-will Employment, Confidential Information Invention Assignment and Arbitration Agreement dated as of August 19, 2013, (the "Inventions Agreement") and an Indemnification Agreement, (the "Indemnity Agreement").

B. The Company and Executive intend that will remain an employee until December 31, 2020 (the "Separation Date"), provided that he will only accrue toward his 2020 bonus through September 30, 2020. From the date of this Agreement until the Separation Date, Executive reasonably available to advise and consult on transition matters and advise on third party technology due diligence as further provided in this Agreement.

C. The Parties also intend to resolve any and all disputes, claims, complaints, grievances, charges, actions, petitions, and demands that the Executive may have against the Company, including, but not limited to, any and all claims arising out of or in any way related to Executive's employment with or termination of his employment with the Company.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual promises made herein, the Company and Executive agree as follows:

1. Definitions. The following terms will have the meanings set forth below. The capitalized terms not otherwise defined herein will have the meaning set forth in the Employment Agreement.

    a. Transition Period means the period beginning on the Effective Date and ending on the Separation Date.

b. Equity Awards means all stock options (“Options”) and restricted stock units (“RSUs”) granted to Executive and currently outstanding as of the Effective Date.
c. Continued Vesting Date means December 1, 2020.

2. Performance of Duties During Transition Period. During the Transition Period, Executive will be reasonably available to assist Dan Carney in the transition of his duties and responsibilities through the Separation Date. Executive will also be reasonably available to assist other members of the Senior Leadership Team in evaluating third party products and services from a technical standpoint, including, but not limited to, how such products and services may integrate or complement the Company’s existing product and services. Executive’s employment will terminate on the Separation Date.
3. Separation upon Conclusion of Transition Period. Subject to Section 5 (release of claims), unless the Company terminates this Transition Agreement for Cause, Executive will continue to receive through the Separation Date: (i) current Base Salary paid in accordance with normal payroll practices; (ii) benefits or compensation as provided under the terms of any executive benefit and compensation agreements or plans applicable to Executive (provided that, Executive will cease to accrue toward his 2020 bonus as of September 30, 2020); (iii) unreimbursed business expenses required to be reimbursed to Executive; (iv) rights to indemnification Executive may have under the Company’s Certificate of Incorporation, Bylaws, this Agreement, and/or the Indemnity Agreement, as applicable and (v) the actual bonus achieved under the 2020 Management Bonus Plan by Executive, as prorated through September 30, 2020, and minus amounts already paid to Executive. Subject to IRC section 409A, the amount in subsection (v) above will be paid in a lump sum on the later of (a) the date on which the Company makes the final payment to participants of the 2020 Management Bonus Plan, but in no event will be paid later than March 15, 2021, or (b) within seven (7) days following the effective date of the Release referenced in Section 5 below. Any amounts in subsection (i) above will only be paid following the effective date of the Release referenced in Section 6 below. Executive acknowledges that he will not receive any payment for accrued and unused vacation and waives any right thereto that may exist.
4. Continued Vesting of Equity Awards Through the Continued Vesting Date. Subject to Section 5 (release of claims), unless the Company terminates this Transition Agreement for Cause, Executive’s existing Equity Awards will continue to vest in accordance with the existing vesting schedules through the Continued Vesting Date. All Equity Awards unvested as of the end of the Continued Vesting Date will be forfeited on that date. Executive will be entitled to exercise outstanding vested Options until the first to occur of: (i) June 30, 2021, (ii) the applicable scheduled expiration date of such award as set forth in the award agreement, or (iii) the ten (10) year anniversary of the award’s original date of grant. For purposes of clarity, the term “expiration date” shall be the scheduled expiration of the option agreement and not the period that Executive shall be entitled to exercise such option.

5. Releases of Claims. The receipt of any benefits pursuant to Sections 3 and 4 is subject to and conditioned upon Executive signing, concurrent herewith, and not revoking release of claims in a form reasonably acceptable to the Company (and substantially in the form attached hereto as Exhibit A) and honoring all continuing covenants in this Agreement, the Employment Agreement (including without limitation the provisions of section 8 thereof) and the Inventions Agreement, provided that receipt of any benefits pursuant to Section 4(v) is subject to and conditioned upon Executive signing and not revoking a release of claims, as set forth in such clause (v).
6. Amendment of Employment Agreement. This Agreement amends the Employment Agreement and supersedes the Employment Agreement to the extent provisions between the documents are inconsistent, and in particular, this Agreement supersedes the provisions of section 7 of the Employment Agreement regarding severance benefits. For the avoidance of doubt, if Executive is entitled to any benefits under this Agreement, Executive shall not be entitled to any different or additional benefits under the Employment Agreement. The provisions of the Employment Agreement that are not amended or superseded by this Agreement are applicable to, and incorporated into, this Agreement, including sections 15, 16 and 18 through 25 of the Employment Agreement.
7. Integration. This Agreement, together with the Employment Agreement, Inventions Agreement, Indemnity Agreement and the forms of equity award agreements that describe Executive's outstanding Equity Awards, represents the entire agreement and understanding between the parties as to the subject matter herein and supersedes all prior or contemporaneous agreements whether written or oral.
8. Notices. Section 13 of the Employment Agreement, Notices, is amended to include the following updated address for notices to the Company:

   1465 North Scottsdale Road
   Suite 400
   Scottsdale, Arizona 85257
   Attn: Vice President of Human Resources

   If to Executive:
   Last residential address provided by Executive to the Company's Human Resources Department

In witness whereof, this Agreement has been signed as of the day and year first above written.

COMPANY:
LIMELIGHT NETWORKS, INC.

/s/ Robert Lento Date: September 3, 2020
Robert Lento, Chief Executive Officer

EXECUTIVE:

/s/ Kurt Silverman Date: September 3, 2020
Kurt Silverman

EXHIBIT 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

I, Robert A. Lento, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Limelight Networks, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: October 23, 2020	By:	/s/ ROBERT A. LENTO
	Name:	**Robert A. Lento**
	Title:	**President, Chief Executive Officer and Director** **(Principal Executive Officer)**

EXHIBIT 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

I, Daniel R. Boncel, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Limelight Networks, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: October 23, 2020	By:	/s/ DANIEL R. BONCEL
	Name:	**Daniel R. Boncel**
	Title:	**Chief Financial Officer** **(Principal Financial Officer and Principal Accounting Officer)**

EXHIBIT 32.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
Pursuant to
18 U.S.C. Section 1350,
As Adopted pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

I, Robert A. Lento, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the quarterly report of Limelight Networks, Inc. on Form 10-Q for the period ended September 30, 2020, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such quarterly report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Limelight Networks, Inc.

Date: October 23, 2020	By:	/s/ ROBERT A. LENTO
	Name:	**Robert A. Lento**
	Title:	**President, Chief Executive Officer and Director (Principal Executive Officer)**

A signed original of this written statement required by Section 906 has been provided to Limelight Networks, Inc. and will be retained by, Limelight Networks, Inc. and furnished to the Securities and Exchange Commission or its staff upon request. This certification “accompanies” the Form 10-Q to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing.

EXHIBIT 32.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
Pursuant to
18 U.S.C. Section 1350,
As Adopted pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

I, Daniel R. Boncel, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the quarterly report of Limelight Networks, Inc. on Form 10-Q for the period ended September 30, 2020, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such quarterly report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Limelight Networks, Inc.

Date: October 23, 2020	By:	/s/ DANIEL R. BONCEL
	Name:	**Daniel R. Boncel**
	Title:	**Chief Financial Officer** **(Principal Financial Officer and Principal Accounting Officer)**

A signed original of this written statement required by Section 906 has been provided to Limelight Networks, Inc. and will be retained by, Limelight Networks, Inc. and furnished to the Securities and Exchange Commission or its staff upon request. This certification “accompanies” the Form 10-Q to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing.